

**INSTITUTE OF ASSOCIATION  
MANAGEMENT**

**RULES  
OF  
THE  
INSTITUTE**

**Agreed by the Board  
February 2007**

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## **SECTION A: MEMBERSHIP**

### **Eligibility**

1. Any individual employed in a permanent and professional or managerial capacity, whether full-time or part-time, by an organisation which in the opinion of the Board meets the criteria covering the scope of the association sector set out in the Object clause of the Memorandum of Association, shall be eligible for membership of the Institute.
2. Any individuals working as consultants or in a managerial or professional capacity on short or fixed term contracts mainly for organisations which in the opinion of the Board meet the criteria set out in the Object clause of the Memorandum of Association, shall be eligible for membership of the Institute.
3. Any other individuals working in organisations which in the opinion of the Board meet the criteria set out in the Object clause of the Memorandum of Association shall be eligible for associate membership of the Institute.
4. Membership is not transferable to any other individual, by Article 2(5).

### **Application form and admission process**

5. All applications by individuals for membership of the Institute shall be on the form approved by the Board standing as Annex A to these Rules, and shall include a signed declaration that if admitted, the member will uphold the Object of the Institute and abide by its Rules (Article 2(3)(a)).
6. With due regard to these Rules and the criteria for grades of membership, the Secretariat shall review all applications received and admit to membership or transfer to a different grade of membership all applicants who clearly and demonstrably meet the criteria. Where the Secretariat considers that an application does not meet the criteria, the application shall be remitted to a sub-committee of the Board who shall make such enquiries of the applicant as are necessary to determine the application. Where the sub-committee considers that an application should be refused, or admitted into a grade of membership different from that for which the application was made, the sub-committee shall respond to the applicant within the 21 days allowed by Article 2(4)(b). An applicant who is dissatisfied with the sub-committee's decision may appeal in writing to the Board, who shall consider the appeal at its next meeting after the appeal is received, and who shall respond in writing to the applicant within 21 days of the Board meeting. The Board's decision on such appeals is final.
7. The members of the sub-committee appointed to consider referred applications shall be senior members of the Institute, but not members of the Board, except for the chairman of the sub-committee. The sub-

committee shall set out its intended mode of operation for the approval of the Board.

### **Classes of membership**

8. An associate member of the Institute shall be a person who is a member of staff of an organisation as described in Rule A3 above, but who does not hold a post which would give entitlement to full membership of the Institute. Associate members shall have no rights to vote at General Meetings, and are not eligible for election to the Board. Associate membership does not confer the right to use any postnominal letters.
  
9. A Member of the Institute shall be a person as described in either Rule A1 or Rule A2 above. Members of the Institute are entitled to vote at General Meetings, are eligible for election to the Board, and may use the postnominal letters MIAM.
  
10. A Fellow of the Institute shall be a person who has:
  - held a senior managerial or professional appointment in organisations which meet the criteria set out in the Object clause of the Memorandum of Association for a minimum of a year, or worked as a senior consultant in organisations servicing mainly the association sector for a minimum of two years, *or*
  - held a managerial or professional appointment, or worked as a consultant, in organisations as described in the previous point, and achieved a professional or relevant postgraduate qualification at Level 7 in the National Qualifications Framework (broadly equivalent to a postgraduate professional diploma or Master's degree), *and (in either case)*
  - given an undertaking on application for Fellowship to carry out, record and on request submit to the Institute details of a minimum of 20 hours continuing professional development activity each year in categories (such as courses, seminars, conferences and so on) as from time to time specified by the Board in a record sheet for the purpose.

Fellows of the Institute are entitled to vote at General Meetings, are eligible for election to the Board, and may use the postnominal letters FIAM.

11. For three years from retirement from all active participation in the association sector, Members and Fellows of the Institute may retain their grade, their right to vote at General Meetings and to use the postnominal letters appropriate to their grade upon payment of a reduced subscription, but shall cease to be eligible for election to the Board.
  
12. An Honorary Fellow shall be a person who has normally:
  - been a Fellow of the Institute but has retired from active participation in the association sector
  - rendered distinguished service to the Institute as a member of the Board

- and been in a senior managerial, professional or consultancy role in the association sector for a significant length of time, not normally less than 10 years.

An Honorary Fellow is entitled to vote at General Meetings, to use the postnominal letters HonFIAM, and to pay no subscription, but is not eligible for election to the Board.

13. A Business Affiliated Organisation shall be an organisation that supplies services or goods to the association sector and is recognised as a quality partner organisation by the Institute's members. A BAO may nominate a number of members of its staff to be Business Affiliate Members of the Institute on payment of the appropriate level of subscription. Business Affiliate Members have no right to vote at General Meetings, are not eligible for election to the Board, and are not entitled to the use of postnominal letters.
14. An Affinitive Association shall be an organisation in the association sector which in the opinion of the Board meets the criteria set out in the Objects clause of the Memorandum of Association but which does not have permanent paid staff. An Affinitive Association shall be represented in the Institute's affairs by a nominated representative who shall normally be a senior member (such as the chairman) of its governing body. The representative of an Affinitive Association shall not be entitled to use postnominal letters, nor be eligible for election to the Board, nor be entitled to vote at General Meetings.

#### **Term and termination of membership**

15. Membership shall be terminated as set out in Article 4. Membership is for the duration of a calendar year, and a member wishing to resign must notify the Institute in writing by post, fax or e-mail.
16. Membership shall also be terminated if the conditions set out in Rule A19 below are not met.

#### **Subscriptions**

17. The subscription due from each member shall be paid by methods approved by the Board and notified to members with the subscription invoice in each year, and received by the Institute within 30 days of the date of the invoice. If the membership subscription has not been paid within 60 days of the date of invoice, the Institute shall give notice to the member that it is suspending the rights of membership and withdrawing the services to which the member is entitled. If after three months from the date of invoice the subscription due has not been paid, membership will be terminated and all rights and services withdrawn.

#### **Other conditions**

18. As set out in Article 3(3), no member shall use the name, address, graphic device or postnominal letters of the Institute in any publication or broadcast whether printed or electronic, without being entitled so to do either under these Rules or by express authorisation by the Board.

19. As set out in Article 3(4), no member shall make any public statement purporting to be on behalf of the Institute without the express authorisation so to do of the Board or of the President, and any member who breaks this Rule shall be automatically subject to a resolution to the Board for the termination of their membership as under Article 4(4).
20. In the conduct of their own organisations and associations, and in their professional practice and personal lives generally, members of the Institute shall ensure that they not only act within the law but abide by the highest standards of probity and integrity, and that they do not by any act, omission or statement bring the Institute incidentally and contingently into disrepute.

## **SECTION B: ELECTION OF THE BOARD AND OFFICERS**

1. Not less than 60 days before the date fixed for the Institute's Annual General Meeting, the Secretariat (or the person appointed as Company Secretary) shall send to all members of the Institute entitled to vote in General Meetings a call for nominations for the seats on the Board which fall vacant at the AGM. Members of the Board eligible to stand for re-election are not to be taken as automatically nominated but must be nominated afresh in due form. The form for nomination shall be as approved by the Board from time to time and shall include in respect to candidates all the details required by the Institute to file form 288a at Companies House if the candidate is elected as a Director (Article 34). Only members of the Institute entitled to vote at General Meetings shall be entitled to propose or second a candidate for the Board, and no member may propose or second more than one candidate. Each candidate must have a proposer and a seconder, and must sign the nomination form to declare first their willingness to serve if elected and second that they are not disqualified from acting as a company director.
2. Not less than 21 days before the Annual General Meeting, and with the agenda for that meeting, the Secretariat (or the person appointed as Company Secretary) shall send to all members of the Institute entitled to vote in General Meetings a list of all those duly nominated together with the names of their proposers and seconders, a statement of not more than 250 words written by the candidates setting out what contribution they believe they can make to the work of the Institute and its governance, and (if the number of valid nominations exceeds the number of vacancies) a ballot form with adequate security against duplication or other fraud or forgery to be returned to the Institute's registered office by a date not less than 7 days before the Annual General Meeting.
3. The result of the ballot in terms of those elected and those not elected shall be announced at the Annual General Meeting, and a private account shall be given to all candidates of the votes cast for them and the number of ballot papers spoilt or disallowed for any reason (such as receipt after the deadline).

## **SECTION C: PROCEEDINGS OF THE BOARD**

### **Quorum**

1. The quorum for meetings of the Board is set by Article 39(2) as one-third of the members of the Board to the nearest round number. With 16 seats on the Board, one-third to the nearest round number is 5.

### **Chair and conduct of meetings**

2. By Articles 38(4) and 12, the Board shall be chaired by the President; in the President's absence the chair shall devolve to the Senior Vice-President, then the Junior Vice-President, then the Immediate Past President, then any other member of the Board as agreed by the members present, and then the Secretary.
3. The Chair shall conduct a meeting of the Board in accordance with the Institute's Memorandum and Articles of Association and these Rules, and, in the absence of such prescription, in accordance with the general view of the conduct of meetings and the principles of good governance.
4. A decision of the Chair shall be challenged only by the resolution 'that the Chair do now leave the Chair'. This resolution shall be put to the vote forthwith and shall be considered carried if supported by two-thirds of the members of the Board present and voting. The Chair shall not vote on, nor have a casting vote on, this resolution. If the resolution is carried the members present shall appoint one of their number as Chair for the remainder of the meeting. If carried, this resolution applies only to the meeting of the Board at which it is carried, and does not oblige the original Chair of the meeting to demit any office held or to resign as a Director. The original Chair may play a part in debate in the remainder of the meeting and vote as a Director.

### **Resolutions and voting**

5. Any member of the Board may propose a resolution. A seconder shall not be required. In the case of a long or complex resolution, the Chair may require the Director proposing the resolution to submit it in writing.
6. Any member of the Board may propose an amendment to a resolution. A seconder shall not be required. In the case of a technical or lengthy amendment, the Chair may require the Director proposing the amendment to submit it in writing.
7. Only one amendment shall be considered at a time.
8. All amendments must be relevant to the substantive resolution.
9. Procedural resolutions which may be moved at any time during debate upon an item are 'that the question be now put', 'that the meeting proceed to the next business', and 'that Mr/Ms X be no longer heard'. A procedural resolution shall be put to the vote forthwith without debate.
10. A resolution or amendment may be withdrawn by the Director who proposed it at any point up until a vote is proposed by the Chair.

11. Once a vote is in process, no further debate of any kind shall be permitted until the result of the vote is declared. If a Director has a point of order (such as the point that the resolution contravenes the Memorandum and Articles of Association), that point shall be made before the Chair moves to a vote.
12. All Directors have one vote on any resolution or amendment, except for the Chair, who in the case of an equality of votes on any matter has a second or casting vote.

### **Attendance at Board meetings**

13. The Minutes of all Board meetings shall record the members present, the members absent, and whether those absent presented apologies.
14. Any Director absent from three consecutive meetings of the Board without offering adequate apologies shall be subject whether present or not at the fourth meeting of the Board to an automatic resolution of termination of appointment as a Director, and the resolution and voting on it shall be recorded in the Minutes. A Director who is the subject of such a resolution shall not be entitled to vote upon it.
15. The President may invite any person whether a member of the Institute or not to attend a meeting of the Board for discussion of an item where the person invited is felt to have expertise or opinions which might assist the Board in coming to a decision in the best interests of the Institute. Unless the Board agrees to let them remain, such persons shall be present in the meeting only for the specific item(s) of business for which they have been invited to attend. Such persons shall not be entitled to vote and shall speak only at the invitation of the Chair or in response to a question from a Director.
16. No person shall have the right of attendance as an observer at all meetings of the Board unless a resolution of the Board is proposed and carried by a simple majority to allow such attendance. Even where an observer has been authorised by resolution to attend all meetings of the Board, any Director at any meeting may propose that observers leave the meeting either during discussion of particular items of business or after contributing their view to allow the Board private discussion, and such a resolution shall be put to the vote forthwith without debate.

### **Rotation and retirement of Directors**

17. Rotation of seats on the Board shall be effected so that each year, one-third of the elected members of the Board retire; co-opted members shall not be counted among the one-third, and this Rule shall be subject to the other provisions of the Articles, especially the maximum term of service on the Board.
18. Directors shall retire at the annual general meeting following their attainment of the age of 70.

## **SECTION D: FINANCIAL REGULATIONS**

### **Budget**

1. Normally by the end of September each year, in order to forecast any necessary adjustment to subscriptions, the Board will approve a draft budget for the following calendar year, and will confirm the budget with any adjustments before the end of November in each year.
2. Unless the Board issues further directions, those to whom actions are delegated may commit to expenditure up to the amount indicated in the confirmed budget without further reference to the Board.
3. No expenditure of more than £250 not indicated in, or in excess of, the confirmed budget, may be undertaken or committed by any person or group of persons without further authorisation by the President and Treasurer.

### **Management accounts**

4. The Treasurer shall ensure the preparation of monthly management accounts in a form agreed by the Board which will allow the Board to form an accurate opinion of the Institute's financial position, and shall present the latest monthly management accounts to each meeting of the Board.

### **Control of accounts and authorisation of expenditure**

5. The Institute's funds shall be kept in accounts at a UK clearing bank in the name of the Institute. All such accounts shall require for their operation the signature or other secure authorisation of the Treasurer. A payment from the current account of up to £500, where this is within the approved budget, may be made on the authorisation of the Treasurer alone. Payments in excess of £500 shall require the authorisation of the Treasurer and one other member of the Board. The Board will determine from time to time the authorised signatory to the accounts additional to the Treasurer.
6. The Treasurer shall provide the auditors or independent examiner with a record of the date when funds paid to the Institute are received and the date when they are banked.
7. No Director or other person or group of persons with delegated authority to commit to expenditure shall authorise any payment of which they are in any way the beneficiary.

### **Audit or independent examination of the annual accounts**

8. If the Institute takes advantage of the small company provisions to have independent examination of the accounts rather than a full external audit, the independent examiners shall not be current members of the Board or persons who have been members of the Board in the two years before the independent examination.

## **SECTION E: STANDING ORDERS FOR THE CONDUCT OF GENERAL MEETINGS**

### **Adoption and suspension**

1. As a condition precedent to debate at any meeting, the Chair shall put to the meeting the proposal to adopt these Standing Orders.
2. A motion to amend Standing Orders, duly proposed and seconded by members entitled to vote at General Meetings, may be carried by a simple majority of members.
3. No amendment to Standing Orders shall be allowed if it would conflict with the Institute's Memorandum and Articles of Association or a Rule, or with company law generally.
4. Standing Orders shall be suspended only if a resolution to that effect is properly proposed and seconded. Such a resolution shall be put to the vote forthwith without debate, and shall be declared carried if supported by three-quarters of those present entitled to vote and voting.

### **Chair**

5. General Meetings shall be chaired as set out in Article 12.
6. The Chair shall conduct a General Meeting in accordance with the Institute's Memorandum and Articles of Association and Rules and the general requirements of company law, or in the absence of such prescription, in accordance with the general view of the proper conduct of meetings and the principles of good governance.
7. A ruling or procedural decision by the Chair shall be challenged only by the resolution, properly proposed and seconded, 'that the Chair do now leave the Chair'. If moved, this resolution shall be put to the vote forthwith, and shall be declared carried if supported by three-quarters of those present entitled to vote and voting. The Chair shall not vote nor have a casting vote upon this resolution. If the resolution is carried, the Chair shall devolve as in Article 12, and the original Chair may play a part in debate and vote as entitled as a member of the Institute. The resolution applies only to the meeting at which it is carried, and does not oblige the original Chair to demit office or resign as a Director.
8. All matters for discussion and resolution at a General Meeting shall be addressed to the Chair and put to the meeting through the Chair.

### **Quorum**

9. The quorum for General Meetings is as set out in Article 10.
10. If a quorum is not present at the time specified for a General Meeting, Article 11 applies.

## Resolutions and amendments

11. Unless it is specified in the Articles of Association that the business may be transacted by an ordinary resolution requiring a simple majority, any resolution proposed at an Annual General Meeting, any amendment to the Institute's Memorandum and Articles of Association, and all business transacted at an Extraordinary General Meeting, constitutes special business and to be carried, a special resolution requires the support of three-quarters of those present entitled to vote and voting.
12. Resolutions should make a single proposition and should generally be in the affirmative.
13. Once proposed, a resolution may be formally seconded without a speech by the seconder, who may reserve the right to speak later in the debate.
14. In the absence of the proposer of a resolution, the seconder may become the proposer as long as it has been established before the resolution is moved that a member present in the meeting is willing to second the resolution; otherwise the resolution shall fall.
15. In the absence of the seconder of a resolution, it may be moved only if it has first been established that a member present in the meeting is willing to second it; otherwise the resolution shall fall.
16. A resolution (ordinary or special) proposed by the Board shall be debated even if only one Director is present in the General Meeting.
17. Special resolutions may not be the subject of amendment.
18. Any amendment to an ordinary resolution must be given to the Chair in writing with the names of their proposer and seconder, who must be members entitled to vote at General Meetings.
19. An amendment must be relevant to the substantive resolution.
20. Only one amendment can be considered at a time.
21. If an amendment is carried, debate resumes on the substantive resolution as amended, and the proposer of the amendment becomes the proposer of the substantive resolution as amended.
22. A resolution or an amendment may be withdrawn by the proposer at any time up until the point at which the Chair moves to a vote on it.
23. The proposer of a resolution may speak for no more than five minutes. All other speeches on resolutions shall last no more than three minutes. No person other than the proposer shall speak more than once in the debate on any resolution (except for raising a point of order or proposing a procedural motion). At the end of the debate, the proposer of the substantive resolution shall have the right to speak for no more than two minutes in reply to points raised in the debate and in summary of the case for the resolution.

24. In conducting a debate, once a resolution has been proposed and seconded, the Chair shall normally accept a speech against the resolution followed by a speech in favour and so on in turn.
25. At the conclusion of debate and after the proposer's right of reply, the Chair shall read out the substantive resolution in its final form and proceed to a vote.
26. No further debate shall be permitted once the Chair has moved to a vote.
27. At any point in debate, a member may ask under a point of order for the Chair to clarify whether a resolution is in fact in compliance with the Institute's Memorandum and Articles of Association, with company law, or with the Rules; a member may also ask under a point of order for information to be given to the meeting which would be material in deciding whether to support the resolution.
28. At any point in debate after a resolution has been proposed, a member may move the procedural motions 'that the question be now put' or 'that the meeting proceeds to the next business'. If duly seconded, these motions shall be put to the vote forthwith without debate. If the procedural motion 'that the question be now put' is carried, the substantive resolution must be put to the vote without further debate.
29. An ordinary resolution may be remitted with the consent of the proposer at any time during debate to the Board for consideration. If a General Meeting ends before all business has been transacted (for example, because the meeting becomes inquorate), any resolutions outstanding shall be remitted to the Board for consideration.

### **Voting**

30. Voting at General Meetings shall be as set out in Articles 13, 14, 15, 16, 17, 18 and 19.

## **SECTION F: CODE OF PROFESSIONAL PRACTICE**

### **Preamble**

The Object of the Institute of Association Management is:

“to promote the pursuit of excellence in the professional management and development of membership associations, trade bodies, professional institutes, societies, voluntary groups, charities and other non-government organisations”.

Members of the Institute are required as a condition of membership to comply with this Code of Professional Practice in order to ensure that they help to fulfil the Institute’s Object. They must endeavour to enhance the standing and good name of the profession. Members should be guided by the spirit as well as the express terms of this Code.

Rule A23 summarises the duty incumbent on all members of the Institute to act professionally and with probity and integrity. It says:

“In the conduct of their own organisations and associations, and in their professional practice and personal lives generally, members of the Institute shall ensure that they not only act within the law but abide by the highest standards of probity and integrity, and that they do not by any act, omission or statement bring the Institute incidentally and contingently into disrepute.”

The key duty of all association management professionals is to ensure that they manage their own body in line with its objects as expressed in its governing document, particularly ensuring that the body is directed in a way which achieves the benefits intended for those intended to be its beneficiaries. These may be the members of the body or in the case of a charity, those specified in the charitable purpose.

### **Values**

The core values of the Institute are therefore:

- professional and managerial competence in respect to the type of body specified in the Institute’s Object
- probity and integrity.

### **Professional and managerial competence**

Members are expected to apply high standards of professional knowledge in their work, taking fully into account all applicable legislation and the requirements of their organisation’s governing document and any subsidiary rules and by-laws it may have.

Members who are also members of the Board or governing body of their organisation must also act in accordance with laws and rules applying to company directors or charity trustees.

Members should ensure that where their own organisations have no guidelines, they follow the Code of Good Governance promulgated by The Hub.

Members who are not also members of their organisation's Board or governing body must ensure that they know their organisation's policies and procedures thoroughly so that if called upon to give advice, they can do so in an informed and impartial way.

Members are expected to consider decisions fully and act with due care by taking into account the risks for their organisation in all that they do or advise others to do.

Members should not make or subscribe to any statements or reports which they know to be biased, inaccurate or contrary to their own professional opinion.

Members are expected to maintain and develop their own competence on a continuing basis, especially keeping up to date with legislation and regulations that apply or may come to apply to their organisation.

Where members are responsible for staff or volunteers, they are expected to ensure that those for whom they are responsible are treated professionally, that the competence of staff for present and future duties is assessed and developed, and that the duties assigned are well within the competence of volunteers.

Members should seek to recognise the limits of their own knowledge and ability and should not act or give advice in areas which they know to be beyond their knowledge or competence.

### **Probity and integrity**

Members must act or advise at all times with honesty and integrity, employing their professional judgement in a fair, impartial and responsible manner.

Members must ensure that their private, personal, political and financial interests do not conflict with their duty to act or advise in an impartial and professional manner. Where members are conscious of an actual or potential conflict of interest, even if they feel this to be perceived rather than real, they shall declare the interest and take the guidance of their Chairman or Board as to their position in relation to the activity or advice which may be compromised by the conflict of interest.

Members must ensure that no benefits, relationships, or inducements offered may influence them or leave them vulnerable to pressure to act or advise in any way other than independently, impartially and professionally.

Members must never offer any inducement to others in the course of their work, and must take necessary steps to bring the matter to responsible authorities if they become aware that their organisation, or any other organisation, is offering inducements.

Members must ensure that they do not use information gained in the course of their work for their own or others' personal gain or advantage, and that they do not divulge personal information to which they are privy.

Members should also ensure that they behave ethically and within the law in their private lives so that their private conduct does not bring the profession, their own organisation and the Institute into disrepute.

Members shall be under a general duty to inform the Institute if they:

- are convicted of a criminal offence
- are disqualified from acting as a company director or charity trustee.

## **Discipline and sanctions**

If the Institute receives a valid complaint from any person or organisation against a member on the basis that his or her conduct is not in accordance with this Code, the Board will appoint a panel of not fewer than three nor more than five senior members of the Institute (normally Fellows) not also being members of the Board to investigate the complaint and report its findings to the Board, with any recommendation the panel may feel to be merited for a sanction against the member, which may range from a reprimand, a warning as to future conduct (a 'final warning'), suspension from membership for a specific period of time, to immediate expulsion from membership of the Institute. An anonymous or trivial complaint shall not be regarded as valid; the test of validity, upon which the Board's view shall be final, shall be whether the complaint, if upheld, would amount to unprofessional conduct on the part of the member complained about.

The Institute itself, by ordinary resolution of members in a General Meeting or through a decision of its Board, may instigate a complaint against a member.

Members, including any member who is the subject of a complaint, shall be required to assist with the proceedings of a panel with all despatch by providing full and accurate information in response to its enquiries and by attending and answering questions at any hearings.

A member under investigation may be accompanied to any panel hearing by another person, not necessarily a member of the Institute (a 'McKenzie friend').

A judgement from a competent court or tribunal against a member in his or her professional capacity will be considered sufficient evidence of a breach of this Code.