
EMIRATES PROJECT MANAGEMENT ACADEMY

CHARTER

Version 4

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PART I: DEFINITIONS AND INTERPRETATIONS

Definitions:

In this Charter unless the context otherwise requires the following terms shall have the following meanings:

EPMA: Emirates Project Management Academy

Applicable Law means the decrees, laws and regulations of the Emirate of Abu Dhabi and the United Arab Emirates (as applied by the courts and any other relevant authorities in Abu Dhabi) as applicable to EPMA from time to time;

Association will be an interchangeable term with and having the same meaning as Academy whenever reference is made to Emirates Project Management Academy

Audit Committee comprises of the EPMA Accountant, appointed Auditor and CEO whose role is to meet on a monthly basis to audit the financials of EPMA and have the financial records ratified by the Board of Trustees prior to being sent to Abu Dhabi Department of Finance (DOF)

Board means the Board of Trustees of EPMA

Board Members mean the members of the Board of Trustees

Board Committees means the Executive Committee, the Audit Committee and any other Committee established by the Board

Bylaws means the bylaws of the Emirates Project Management Association (EPMA)

Chairman of the Board means the Chairman of the Board of Trustees

Employee/s means the employees of EPMA

Executive Committee means the members of the Executive Committee either, on Board level, experts or consultant's level or on management level of EPMA inclusive of the CEO, its managers, accountant and appointed internal auditor that meets on a weekly basis to deal with EPMA progress and any issues

Ordinary Members means any member whose annual membership fees are paid-up for the current operational year and is registered with a membership number on the EPMA Membership Management system.

Regular Meeting means a formal meeting of the EPMA operational and administrative staff

Rules and Regulations mean the Rules and Regulations (as the case may be) of EPMA made in accordance with its Bylaws

Board Meeting means a formal meeting of the Board of Trustees

PART II – FORMATION, COMPOSITION AND POWER OF THE BOARD

ARTICLE 1:

PURPOSE OF THE EMIRATES PROJECT MANAGEMENT ACADEMY (EPMA) CHARTER

The EPMA Charter is the mechanism by which the EPMA will be governed consciously as a nonprofit Professional Association by observing the roles, responsibilities and ethical expectations and rudimentary functions of the Board. Further this Charter will provide a framework for exercising authority and setting out the policies and decision-making procedures to be observed by all Board Members of EPMA. This Charter will serve to enable Board Members to have a shared understanding of how the Board will function in order to achieve and realize the vision, mission and objectives of EPMA.

ARTICLE 2:

OBJECTIVES OF THE EMIRATES PROJECT MANAGEMENT ACADEMY

As a non-profit Professional Academy the operational objectives of the Emirates Project Management Association (EPMA) are:

- To lead GCC Project Management knowledge and function as the operational hub for the region.
- To foster local and international cooperation in the project management field
- Distribute and promote knowledge and information about project management
- To develop project management qualifications and capability in the UAE; and a community of professionals who can collaborate on the development of best practices in this field.
- To operate as a regulatory Awarding Body for project management qualifications, teaching and learning within the UAE.
- Actively promote the value of project management in the UAE starting from the school level.

- Partner with international project management institutes and associations to adopt international curricula and practices for successful operation in the region.
- Establish a forum where practitioners participate in educating students and advising on academic programme developments
- Contribute toward the UAE vision by bringing members of the local project management community to advance the project management profession within the UAE.
- Establish a greater recognition and acceptance of project management's successful role in local government, organizations, academia and industries.
- Establish authority and quality control with regards to project management courses delivery by working closely with accredited education providers to improve the quality of PM courses delivery.
- Encourage and sponsor research within Project Management that will benefit the industry in the UAE
- Respond to Labour Market Information and Intelligence in order to meet industry needs.

ARTICLE 3:

PURPOSE AND ROLE OF THE EPMA BOARD OF TRUSTEES

The Board of Trustees has the responsibility for reviewing and providing guidance to EPMA with respect to its Strategy and strategic direction and exercising long-term fiduciary responsibility. The primary role of the EPMA Board of Trustees encompasses the following:

- The term of the Board shall be for a period of three(3) years and subject to renewal for similar periods.
- The Board as a whole shall meet a minimum of four (4) times per year.
- Adheres to the purpose for which it was established and that its integrity and financial resources are preserved.

To assist EPMA to fulfill its responsibilities as a non-profit Professional Association by providing oversight and guidance to the EPMA management in relation to:

- Association's compliance with legal and regulatory requirements, ethical standards, organisational structure, activities, funding mechanisms and integrity of the Association's accounting and financial reporting systems.
- Adhere to the EPMA By-Laws and governance. The Board shall be available (individually as well as collectively) to advise the EPMA Chief Executive Officer (CEO) on issues that s/he may wish to address with them.
- The Board Members shall represent the interests of EPMA to outside constituencies as appropriate.

ARTICLE 4:

AUTHORITY OF BOARD

The authority of the Board is limited to one of oversight, guidance and advocacy. In discharging its role the Board will **refrain from any interference (retrospective or otherwise), in voting and/or ratifying decisions that affect the day-to-day operations of EPMA as a Professional Association and Awarding Body.**

Notwithstanding the above, the Board shall have the absolute and prevailing power to approve, pass or amend, in accordance with its own rules and procedures as determined by the Board from time to time, its By-Laws and any Rules, Regulations and Policies.

In discharging its role, the Board of Trustees is empowered to inquire into any matter it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of EPMA. The Board has the power to retain outside counsel, director search and recruitment consultants or other advisors to assist it in carrying out its activities. The

EPMA shall provide adequate resources to support the Board's activities, including compensation of the Board's counsel, consultants and other advisors.

ARTICLE 5:

MEMBERSHIP OF BOARD OF TRUSTEES

The Board of Trustees shall be composed of five (5) **Board of Trustee Members** including the Chairman and Vice Chairman each of whom the Board has selected and determined to have 'executive' voting powers. The Chair of the Board shall be designated through an honorary appointment of his peers. The Chair shall preside at meetings of the Board.

ARTICLE 6:

Members OF BOARD

The Officers of the Board shall be a Chairman and a Vice Chairman,

Chairman of the Board:

The Chairman shall:

- 1) Preside at all meetings of the Board and shall, if required, represent the Board Members at public meetings and events of EPMA.
- 2) Appoint such ad hoc and special committees as may be required from time to time.

Vice Chairman of the Board:

The Vice Chairman shall perform the duties of the Chairman in the absence or disability of the Chairman, or in the event of a vacancy in that office.

Secretarial functions:

The Chairman of the Board shall appoint the Administrative Coordinator of EPMA as a recorder to take the minutes of each meeting of the Board and be responsible for preparing the agenda for each Board meeting and making all arrangements associated with such meetings.

ARTICLE 7:

STANDARDS OF PERFORMANCE FOR BOARD MEMBERS

All Board members will meet appropriate performance standards in order to facilitate the workings of the board in an efficient and effective manner. Therefore, all Board Members are expected to carry out their duties in an ethical and professional manner, including proper use of authority. Performance standards expected for Board Members include:

- Being loyal to the organization and its membership
- Avoiding conflict of interest
- Not exercising individual authority over staff or the professional association
- Dealing with the public, clients, staff and each other in a fair, ethical and straight-forward manner
- Fostering friendly, positive working relationship between the Association's members, stakeholders, volunteers and staff
- Being prepared for, and actively participating in meetings
- Maintaining confidentiality of Board business
- Speaking positively of the organization to the government authorities, stakeholders, industry, press and general public

ARTICLE 8:

ROLES AND RESPONSIBILITIES OF BOARD MEMBERS

The role of the Board of Trustee members is to articulate and communicate EPMA's vision to the membership, stakeholders, industry and the community. The Board's primary responsibilities will encompass:

- **Purpose**, by establishing and facilitating the Association's mission and vision
- **Continuity**, by providing continuity in guiding EPMA's affairs
- **Progress**, by setting the rate of progress that EPMA makes in reaching its mission and vision
- **Identity**, by securing both industry and community awareness and support for EPMA's objectives, vision, mission and long-term strategic direction.

In its advocacy governance role the board is responsible for **voting on issues and passing resolutions** as well as undertaking the following functions:

- Interpret EPMA's beliefs to industry and community, and encourage support for them
- Develop industry and community awareness of the Association's unique role
- Represent the Association to industry, government, foundations, corporations, community and funding agencies
- Support EPMA's work in the community
- Participate in clarifying and resolving issues
- Develop policies that describe EPMA's position on relevant issues

ARTICLE 9:

MEETING PROCEDURES AND QUORUM

Board of Trustees Meetings:

The Board of Trustees shall meet on a regularly scheduled basis, at least [4] times per year and additionally as circumstances dictate. Notice of meetings shall be given to all Board members. A majority of the members of the Board of Trustees shall constitute a quorum for the purpose of passing resolutions.

Committee Meetings:

Meetings of the Executive Management Committee and Audit Committee shall be held monthly on the last business day of each month or by means of conference telephone or other

communications equipment by means of which all persons participating in the meeting can hear and speak to each other. A majority of the members of the Committee shall constitute a quorum. The act of a majority of the Committee members present at a meeting at which a quorum is present shall be the act of the Committee.

Regular Meetings:

- The EPMA Management shall hold weekly Regular Meetings over the operational calendar year. A schedule for Regular Meetings shall be adopted initially at the Inaugural Yearly Meeting and thereafter at the Year-End Meeting. A notice of the Regular Meeting Schedule shall be sent by email to the EPMA Management seven (7) days prior to the first meeting.
- The notice of meetings shall include the name, address and telephone number of the EPMA CEO, and the date, time and place of the meetings.
- If a regularly scheduled meeting is rescheduled, a notice stating the date, time and place of the rescheduled meeting shall be electronically circulated at least one day before the meeting by the EPMA Administrative Coordinator.

ARTICLE 10:

BOARD APPOINTED COMMITTEES

Board Committees:

The Board currently has [two] standing committees: Audit Committee and [one] operational and task-specific committee the Executive Management Committee. The Board of Trustees retains discretion to form new committees, including sub-committees, and can disband committees where appropriate.

ARTICLE 11:

MANAGEMENT AND FINANCES

The Board of Trustees shall govern the financials overseen by the Executive Management Committee. The Executive Management Committee shall conduct its affairs in conformance with the provisions of this charter, and the Bylaws of the Association. The Executive Management Committee shall report its interim actions to the Board of Trustees as well as its members at through the EPMA Annual Report.

Finances:

Funds of the EPMA shall be under the supervision of the Executive Management Committee and shall be handled by the appointed Accountant. The financial records of the EPMA shall be periodically examined by the Audit Committee on a monthly basis.

Source of funds:

Funds shall be derived from dues, meeting fees, special activities, contributions, and other sources. EPMA's operational costs will be derived from Abu Dhabi Department of Finance (DOF).

Handling of Funds:

Funds shall be placed in a federally-insured bank within the UAE approved by the Abu Dhabi Department of Finance (DOF).

Fiscal Year – The EPMA operating and fiscal year shall begin January 1 and end December 31.

ARTICLE 12:

FINANCIAL STATEMENTS AND AUDITS

Financial Statements:

The board should ensure that financial resources are used to further charitable purposes and that the Association’s funds are appropriately accounted for by regularly receiving and reviewing up-to-date financial statements and any auditor’s letters or finance and audit committee reports.

EPMA shall keep proper accounting records in respect of all its financial and other transactions.

Without limiting, the Association must keep records of the following:

- (a) All money received and disbursed by the Association and the matter in respect of which the receipt and disbursement took place;
- (b) Every asset and liability of the Association;
- (c) Every other transaction affecting the financial position of the Association.

Annual Audit:

The auditor of the Association must make the examination that will enable the auditor to report to the Board:-

- (a) The financial statement to be placed before the Board of Trustees during the auditor's term of office, and

(b) State in the report whether, in the auditor's opinion, the financial statement presents fairly the financial position of the Association and the results of its operations for the period under review;

(3) If the opinion contained in the report of the auditor is qualified, the auditor must state the reasons in the report.

Appointment of Auditor:

- a) EMPMA shall appoint the first auditor of the Association to hold office until the close of the first fiscal year who will hold this position until otherwise advised by the Board of Trustees.
- b) EPMA must promptly give notice in writing to an auditor of the auditor's appointment.

Professional qualifications of Auditor:

The auditor of the EPMA Association must be a person who is:

- (a) A member, or a partnership whose partners are members, in good standing of a recognised Institute of Chartered Accountants; or
- (b) Certified as a Certified Auditor by an Abu Dhabi Certification Authority.

Audit Committee:

This committee is responsible for hiring and assuring the independence of the independent auditor (if any), and providing oversight of (a) the audit, review or compilation of financial statements, (b) internal controls and related processes designed to assure the reliability of financial data, and (c) risk management processes all in compliance with Abu Dhabi Department of Finance regulations.

ARTICLE 13:
REPORTING

Reports:

Within 7 days of an official meeting or other official action the EPMA Management Coordinator/Administrative Secretary shall prepare the Minutes of the Meeting and forward to the EPMA CEO and the Board of Trustees to be ratified. The Executive Management Committee shall prepare the EPMA Annual Report and submit to the Board of Trustees for approval by 15 December of each fiscal year. The Annual Report shall be distributed electronically via the EPMA Website to all EPMA members by 5 January of the following year.

Files:

EPMA shall maintain files containing: Bylaws of the Association, Charter, minutes of all meetings of the Board of Trustees, Executive Management Committee, Audit Committee and membership, as well as all financial statements and records, correspondence pertinent to EPMA affairs, all committee reports, list of charter members, and all other material designated as pertinent by the Executive Management Committee on a SharePoint Directory.

ARTICLE 14:

CONFLICTS OF INTEREST AND DISCLOSURE

A Board member, Committee member of any employee of EPMA who is, directly or indirectly, interested in a proposed contract or transaction with the Association must disclose fully and promptly the nature and extent of the interest to the CEO of EPMA. A serving member of a EPMA Board or Committee must also declare a conflict if he or she has some other, non-pecuniary type of interest that places the person in a conflict position (e.g., bias). This includes any benefit obtained by relations, close friends, or associates of a member who is in conflict. Any conflict of interest that may arise will be unique and will need to be considered when determining if a member is in a non-pecuniary conflict of interest situation.

ARTICLE 15:

CONFIDENTIAL INFORMATION

Individuals employed by or in voluntary service of EPMA must not use or disclose Confidential Information of any mode or form; its existence, nature, terms and conditions of such information, that is owned by the Association or pertains to the business of the Association.

Such information is considered strictly confidential and therefore shall not be disclosed by any Employee in any manner or form, directly or indirectly, to any person or entity under any circumstances.

Further, Employees shall not discuss, comment upon, disparage, or disclose any information, in any manner or form, directly or indirectly, to any person or entity, about:

- a)** the Employer;
- b)** Employer's officers, directors, shareholders, agents, other employees, or other representatives;
- c)** any aspect of Employer's business, operations or agreement; and
- d)** any aspect of the Associations Membership body.

ARTICLE 16:

AMENDMENT OF CHARTER

Procedure:

This charter may be altered or amended by holding an Extraordinary Meeting of both the Board of Trustees and the Executive Management Committee and the attainment of a combined majority vote. Any Board or Committee member who will be absent from the meeting may file an absentee ballot by emailing to the Chairman of the Board of Trustees.

Conformance:

No amendment to this charter shall be enacted that results in a conflict with the Association Bylaws. Amendments become effective upon the execution of the new Charter by all parties who attended the Extraordinary Meeting.

ARTICLE 17:

CHANGE IN BYLAWS

Change in Bylaws:

EPMA may change its bylaws by special resolution and the resolution is effective on the later of:

- (a) The date on which it is filed with the Board of Trustees, and
- (b) The date specified in the resolution.

After a special resolution is filed with the Board of Trustees the Chairman of the Board of Trustees must retain one copy of it and return the other copy to the CEO of EPMA, certified as having been accepted by the Board of Trustees.

ARTICLE 18:

NOMINATED STAKEHOLDERS

Refer to the schedule below

Prepared by:

Name: Irene Trifyllis

20 June 2013

Designation: Special Projects Manager

Signature

Date

Reviewed by:

Name

Designation

Signature

Date

Name of reviewer

Designation

Signature

Date

Authorized by:

Name

Designation

Signature

Date