

**Project Management Institute
Tasmania, Australia Chapter
Bylaws and Articles of Association**

Adopted – 9 March 2023

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Interpretation

In these rules, unless the context otherwise requires:

Term	Meaning
Accounting records	has the same meaning as in the Act
Act	means the Associations Incorporation Act 1964
Amendment	means a change to the Bylaws under Article 15 “Amendments”
Annual General Meeting	means an Annual General Meeting of PMI Tasmania held under Article 10 “Meetings”, Section 1 “Annual General Meeting”
Association	means PMI Tasmania referred to in Article 1 “Name, Object and Office”
Auditor	means the person appointed as the Auditor of PMI Tasmania under Article 9 “Audit”, Section 1 “Appointment of Auditor”
Authorised deposit-taking institution	means a body corporate that is an authorised deposit-taking institution for the purposes of the Banking Act 1959 of the Commonwealth
Basic objects of PMI Tasmania	means the objects and purposes of PMI Tasmania as stated in an application under section 7 of the Act for the incorporation of PMI Tasmania
Board	means the Board of Directors of PMI Tasmania, including Executive Officers and Ordinary Board Members, referred to in Article 11 “Board of Directors”
Bylaws	PMI Tasmania’s Articles of Association and Bylaws (this document)
Charter	means the agreement between PMI® and PMI Tasmania allowing PMI Tasmania to operate as a Chapter of PMI®
Executive Committee	means the Executive Officers of the Board
Executive Officers	means the members of the Board elected or appointed to the Executive Committee under Article 11 “Board of Directors”
Financial Year	has the same meaning as in the Act
General Meeting	means – (a) an Annual General Meeting or (b) a Special General Meeting
Nominating Committee	means a sub-committee of PMI Tasmania appointed under Article 11 “Board of Directors”, Section 4 “Election of Executive Officers and Ordinary Board Members” for the purpose of conducting the election.
Office	means the registered office location for PMI Tasmania
Officer [of PMI Tasmania]	means a person elected or appointed as an Executive Officer or Ordinary Board Member of PMI Tasmania under Article 11 “Board of Directors”
Ordinary Business of an Annual General Meeting	means the business specified in Article 10 “Meetings of PMI Tasmania”, Section 1 “Annual General Meeting”

Term	Meaning
Ordinary Board Member	means a member of the Board other than an Executive Officer of PMI Tasmania
PMI®	means Project Management Institute; the global organisation
PMI® Board of Directors	means the Board of Directors managing the global organisation, PMI®
PMI Tasmania member	means a member of the PMI Tasmania Chapter, as distinct from an Ordinary Board Member
Public Officer	means the person who is, under section 14 of the Act, the Public Officer of PMI Tasmania
Special Board Meeting	means a meeting of the Board that is convened under Article 11 “Board of Directors”, Section 7, “Meetings of the Board”
Special General Meeting	means a Special General Meeting of PMI Tasmania convened under Article 10 “Meetings of PMI Tasmania”, Section 2 “Special General Meetings”
Special Resolution	has the same meaning as in the Act

Article 1. Name, Object and Office

Section 1. Name

- (1) This organisation shall be called the Project Management Institute, Tasmania Australia Chapter (hereinafter “PMI Tasmania”).
- (2) This organisation is a chapter chartered by the Project Management Institute, Inc. (hereinafter “PMI®”) and separately incorporated as a not-for-profit, tax-exempt corporation (or equivalent) organised under the laws of the State of Tasmania, Australia.

Section 2. Object

- (1) PMI Tasmania shall meet all legal requirements in the jurisdiction(s) in which it conducts business or is incorporated / registered.

Section 3. Office

- (1) The principal office of PMI Tasmania shall be located in the State of Tasmania, Australia.
- (2) PMI Tasmania may have other offices as designated by PMI Tasmania’s Board.

Article 2. Relationship to PMI®

- (1) PMI Tasmania is responsible to the duly elected PMI® Board of Directors and is subject to all PMI® policies, procedures, rules and directives lawfully adopted.
- (2) The Bylaws of PMI Tasmania may not conflict with the current PMI®’s Bylaws and all policies, procedures, rules or directives established or authorised by PMI®; as well as with PMI Tasmania’s Charter with PMI®.
- (3) The terms of the Charter executed between PMI Tasmania and PMI®, including all restrictions and prohibitions, shall take precedence over these Bylaws and other authority granted hereunder and in the event of a conflict between the terms of the Charter and the terms of these Bylaws, PMI Tasmania shall be governed by and adhere to the terms of the Charter.
- (4) Notwithstanding this Article, the laws of the state of Tasmania and Commonwealth of Australia take precedence over any Bylaws, policies, procedures, rules or directives established by PMI® or PMI Tasmania.

Article 3. Purposes, Rights and Limitations

Section 1. Purposes

- (1) PMI Tasmania has been founded as a not-for-profit, tax-exempt corporation (or equivalent) chartered by PMI®, and is dedicated to advancing the practice, science, and profession of project management in a conscious and proactive manner.

- (2) Consistent with the terms of the Charter executed between PMI Tasmania and PMI® and these Bylaws, the purposes of PMI Tasmania shall include the following:
- a. To foster professionalism in the management of all types of projects across all regions in the state of Tasmania.
 - b. To contribute to the quality and scope of project management.
 - c. To stimulate appropriate global application of project management for the benefit of the general public.
 - d. To provide a recognised forum for the free exchange of ideas, applications, and solutions to project management issues among its members and others interested and involved in project management.
 - e. To identify and promote the fundamentals of project management and advance the body of knowledge for managing projects successfully.

Section 2. Rights and Powers

- (1) The rights and powers of PMI Tasmania consist of basic rights and powers and the following:
- a. the purchase, taking on lease or in exchange, hire or other acquisition of any real or personal property necessary or convenient for any of the objects or purposes of PMI Tasmania;
 - b. the purchase, sale or supply of, or other dealing in, goods;
 - c. the construction, maintenance or alteration of any building or works necessary or convenient for any of the objects or purposes of PMI Tasmania;
 - d. the acceptance of a gift for any of the objects or purposes of PMI Tasmania;
 - e. the taking of any step the Board, or the members of PMI Tasmania at a General Meeting, determine expedient for the purpose of procuring contributions to the funds of PMI Tasmania;
 - f. the printing or publication of any newspaper, periodical, book, leaflet or other document the Board, or the members of PMI Tasmania at a General Meeting, determine desirable for the promotion of any of the objects or purposes of PMI Tasmania;
 - g. the raising of money in any manner and on terms –
 - i. the Board thinks fit; or
 - ii. approved or directed by resolution passed at a General Meeting;
 - h. subject to the provisions of the Trustee Act 1898, the investment, in any manner the Board determines, of any money of PMI Tasmania not immediately required for any of the objects or purposes of PMI Tasmania;
 - i. the making of a gift, subscription or donation to any of the funds, authorities or institutions to which section 78A of the Income Tax Assessment Act 1936 of the Commonwealth relates;
 - j. the making of payments towards insurance in relation to any of the objects or purposes of PMI Tasmania;

- k. the establishment and support, or aiding in the establishment or support, of any other association formed for any of the basic objects of PMI Tasmania;
- l. the purchase, or acquisition, and the undertaking of all or part of the property, assets, or engagements of any association with which PMI Tasmania is amalgamated in accordance with the provisions of the Act and the rules of PMI Tasmania;
- m. the doing of any lawful thing incidental or conducive to the attainment of the objects or purposes of PMI Tasmania.

Section 3. Limitations

- (1) The purposes and activities of PMI Tasmania shall be subject to limitations set forth in the Charter executed between PMI Tasmania and PMI®, these Bylaws, and conducted consistently with PMI Tasmania's Articles of Incorporation.
- (2) The membership database and listings provided by PMI® to PMI Tasmania may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of PMI Tasmania, consistent with PMI® policies and all applicable laws and regulations, including but not limited to those laws and regulations pertaining to privacy and use of personal information.
- (3) The Board of PMI Tasmania shall be solely accountable for the planning and operations of the Chapter and shall perform their duties in accordance with the Chapter's governing documents; the Charter executed between PMI Tasmania and PMI®; PMI®'s Bylaws, policies, practices, procedures, and rules; and applicable law.

Article 4. Membership

Section 1. General Membership Provisions and Eligibility

- (1) Membership in PMI Tasmania requires membership in PMI®.
- (2) PMI Tasmania shall not accept as members any individuals who have not been accepted as PMI® members.
- (3) Membership is voluntary and shall be open to any eligible person interested in furthering the purposes of the organisation.
- (4) Membership shall be open to all eligible persons without regard to race, creed, colour, age, sex, marital status, national origin, religion, or physical or mental ability.
- (5) Members shall be governed by and abide by the PMI® Bylaws and by the Bylaws of PMI Tasmania and all policies, procedures, rules and directives lawfully made thereunder, including but not limited to the PMI® Code of Conduct.

Section 2. Classes and Categories of Membership

- (1) PMI Tasmania shall not create its own membership categories. PMI Tasmania Chapter membership categories shall be consistent with PMI® membership categories.

Section 3. Becoming a Member

- (1) A person is eligible to become a member of PMI Tasmania on payment of the annual subscription / membership dues specified in Article 6 “Annual Subscription (Dues)”.
- (2) All members shall pay the required PMI® and PMI Tasmania annual subscription / membership dues to PMI®.
- (3) A person becomes a member when their name is entered in the Register of Members as maintained by PMI®.

Section 4. Member Voting Privileges

- (1) On any question arising at a General Meeting of PMI Tasmania, a member of PMI Tasmania has one vote only.
- (2) All votes are to be given personally -
 - a. by show-of-hands or secret ballot, as determined by the President, when attending a meeting in person; or
 - b. by electronic means, as determined by the President, when attending a meeting virtually.
- (3) In the case of an equality of votes on any matter at a General Meeting of PMI Tasmania, a second vote on the same matter shall be held. In the event the second vote also results in an equality of votes, the President (or chairperson) may exercise their option to cast a second or casting vote.

Section 5. Disputes

- (1) A dispute between a member of PMI Tasmania, in their capacity as a member, and PMI Tasmania is to be determined by arbitration in accordance with the provisions of the Commercial Arbitration Act 2011.
- (2) This rule does not affect the operation of Article 5 “Termination of Membership”, Section 5 “Appeal against Expulsion”.
- (3) A dispute by a member of PMI Tasmania relating to their membership in PMI® or PMI Tasmania shall be a matter for resolution between the member and PMI®.
 - a. PMI Tasmania will abide by the decision of PMI® in regard to the dispute, pending final outcomes of any dispute, appeal and/or conflict resolution process(es).

Section 6. Liability of Members

- (1) Any right, privilege or obligation of a person as a member of PMI Tasmania –
 - a. is not capable of being transferred to another person; and
 - b. terminates when the person ceases to be a member of PMI Tasmania.

Article 5. Termination of Membership

Section 1. General Provisions

- (1) Upon termination of membership in PMI Tasmania, the member shall forfeit any and all rights and privileges of membership.
- (2) A person ceases to be a member when their name is removed from the Register of Members as maintained by PMI®.

Section 2. Termination of Membership by Resignation

- (1) A member may resign by serving on the Public Officer a written notice of resignation.
- (2) In the event that a member resigns, the balance of annual subscription / membership dues shall not be refunded by PMI® or PMI Tasmania.

Section 3. Termination of Membership by Delinquency

- (1) Members who fail to pay the required annual subscription / membership dues when due shall be delinquent for a period of one month and their names removed from the official membership list of PMI Tasmania.
- (2) A delinquent member may be reinstated by payment in full of all unpaid subscriptions / dues for PMI® and PMI Tasmania to PMI® within such one-month delinquent period.

Section 4. Termination of Membership by Expulsion

- (1) Membership in PMI Tasmania may be terminated following expulsion for just cause. The Board may expel a member from PMI Tasmania if, in the opinion of a standard majority vote of the Board, the member is guilty of conduct detrimental to the interests of PMI Tasmania.
- (2) The expulsion of a member under subrule (1) does not take effect until whichever of the following occurs later:
 - a. the fourteenth day after the day on which a notice of expulsion is served on the member under subrule (3) ;
 - b. if the member exercises their right of appeal under this rule, the conclusion of the Conflict Resolution process.
- (3) If the Board expels a member from PMI Tasmania, the Public Officer, without undue delay, is to cause to be served on the member a notice in writing –
 - a. stating that the Board has expelled the member; and
 - b. specifying the grounds for the expulsion; and
 - c. informing the member of the right to appeal against the expulsion under Section 5 “Appeal against Expulsion” of this Article.

- (4) If the Board expels a member from PMI Tasmania for just cause, the balance of their annual subscription / membership dues shall not be refunded by PMI® or PMI Tasmania.

Section 5. Appeal against Expulsion

- (1) A member may appeal against an expulsion under Section 4 “Termination of Membership by Expulsion” of this Article by serving a request, in writing, on the Public Officer within 14 days of receiving the notice of expulsion.
- (2) The appeal process shall be conducted in accordance with the current version of the PMI® Conflict Resolution Program for PMI Chapters.

Article 6. Annual Subscription (Dues)

- (1) PMI Tasmania annual subscription / membership dues shall be set by PMI Tasmania’s Board and communicated to PMI® in accordance with policies and procedures established by PMI®.
- (2) The members of PMI Tasmania may alter the annual subscription / membership dues of PMI Tasmania by special resolution at an Annual General Meeting.
- (3) The annual subscription / membership dues is payable by members to PMI® on the date determined and invoiced by PMI®.

Article 7. Income and Property of PMI Tasmania

- (1) The income and property of PMI Tasmania is to be applied solely towards the promotion of the objects and purposes of PMI Tasmania.
- (2) No portion of the income or property of PMI Tasmania is to be paid or transferred to any member of PMI Tasmania unless the payment or transfer is made in accordance with these Bylaws.
- (3) PMI Tasmania may –
- a. pay a person or member of PMI Tasmania –
 - i. remuneration in return for services rendered to PMI Tasmania, or for goods supplied to PMI Tasmania, in the ordinary course of business of the person or member; or
 - ii. remuneration that constitutes a reimbursement for out-of-pocket expenses incurred by the person or member for any of the objects or purposes of PMI Tasmania; or
 - iii. a reasonable amount by way of rent for premises, or a part of premises, let to PMI Tasmania by the person or member; and
 - b. if requested by or on behalf of any other association, organisation or body, appoint or nominate a member of PMI Tasmania to an office in that other association, organisation or body.

- (4) Despite subrule (3) (a), PMI Tasmania is not to pay a person any amount under that subrule unless PMI Tasmania or Board has first approved that payment.
- (5) Despite subrule (3) (b), PMI Tasmania is not to appoint or nominate a member of PMI Tasmania under that subrule to an office in respect of which remuneration is payable.
- (6) In accordance with PMI® policies, practices, procedures, rules and directives, PMI Tasmania may not borrow money from or lend money or real property to any other individual, entity, or to another PMI Chapter.

Article 8. Finance

Section 1. General Provisions

- (1) The fiscal year of PMI Tasmania shall be from 1 April to 31 March.
- (2) The PMI Tasmania Board shall establish policies and procedures to govern the management of its finances and shall submit required tax filings to appropriate government authorities, as required.
- (3) All dues billings, dues collections and dues disbursements shall be performed by PMI®.

Section 2. Accounts of Receipts and Expenditure

- (1) True accounts are to be kept of the following:
 - a. each receipt or payment of money by PMI Tasmania and the matter in respect of which the money was received or paid;
 - b. each asset or liability of PMI Tasmania.
- (2) The accounts are to be open to inspection by the members of PMI Tasmania at any reasonable time, and in any reasonable manner, determined by the Board.
- (3) The accounts, books and records are to be kept at PMI Tasmania's Office or at any other place the Board determines.

Section 3. Banking and Finance

- (1) On behalf of PMI Tasmania, the Treasurer of PMI Tasmania is to –
 - a. receive any money paid to PMI Tasmania; and
 - b. immediately after receiving the money, issue an official receipt in respect of the money; and
 - c. cause the money to be paid into the account opened under subrule (2) as soon as practicable after it is received.
- (2) The Board is to open, with an authorised deposit-taking institution, an account in the name of PMI Tasmania.

- (3) Except with the authority of the Board, a payment of an amount exceeding \$20 is not to be made from the funds of PMI Tasmania other than by the electronic transfer of funds.
- (4) An amount is not to be electronically transferred from PMI Tasmania's account to another account at an authorised deposit-taking institution, except for the purpose of making a payment that has been authorised by the Board.
- (5) An electronic transfer of an amount from PMI Tasmania's account to another account at an authorised deposit-taking institution must be authorised by no less than two members of the Board of PMI Tasmania.

Article 9. Audit

Section 1. Appointment of Auditor

- (1) At each Annual General Meeting, the members of PMI Tasmania present at the meeting are to appoint a duly qualified and certified person as the independent Auditor of PMI Tasmania.
- (2) If an Auditor is not appointed at an Annual General Meeting under subrule (1), the Board is to appoint a person as the Auditor of PMI Tasmania as soon as practicable after that Annual General Meeting.

Section 2. Audit of Accounts

- (1) The Auditor is to audit the financial affairs of PMI Tasmania at least once in each financial year of PMI Tasmania or as required by relevant laws of Tasmania in which the Chapter is incorporated.
- (2) The Auditor, after auditing the financial affairs of PMI Tasmania, is to –
 - a. certify as to the correctness of the accounts of PMI Tasmania; and
 - b. at the next Annual General Meeting, provide a written report to the members of PMI Tasmania who are present at that meeting.
- (3) In the report, and in certifying to the accounts, the Auditor is to –
 - a. specify the information, if any, that they have required under subrule (5) (b) and obtained; and
 - b. state whether, in their opinion, the accounts exhibit a true and correct view of the financial position of PMI Tasmania according to the information at their disposal; and
 - c. state whether the rules relating to the administration of the funds of PMI Tasmania have been observed.
- (4) The Public Officer is to deliver to the Auditor a list of all the accounting records, books and accounts of PMI Tasmania, and any other information required by the Auditor or required to be provided under the laws of Tasmania.

- (5) The Auditor may –
- a. have access to the accounting records, books and accounts of PMI Tasmania; and
 - b. require from any person who has acted on behalf of PMI Tasmania any information the Auditor considers necessary for the performance of their duties; and
 - c. employ any person to assist in auditing the financial affairs of PMI Tasmania; and
 - d. examine any member of the Board, or any person who has acted on behalf of PMI Tasmania, in relation to the accounting records, books and accounts of PMI Tasmania.

Article 10. Meetings of PMI Tasmania

Section 1. Annual General Meeting

- (1) PMI Tasmania is to hold an Annual General Meeting each year.
- (2) The Annual General Meeting is to be held at any place (including virtual) and on any date (being not later than three months after the end of the financial year of PMI Tasmania) the Board determines.
- (3) An Annual General Meeting is to be in addition to any other General Meetings that may be held in the same year.
- (4) The notice convening an Annual General Meeting is to specify the purpose of the meeting.
- (5) The ordinary business of an Annual General Meeting is to be as follows:
 - a. to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting(s) held since that meeting;
 - b. to receive from the Board, Auditor and other persons acting on behalf of PMI Tasmania, reports on the transactions of PMI Tasmania during the preceding financial year of PMI Tasmania;
 - c. to elect the Executive Officers and Ordinary Board Members of PMI Tasmania;
 - d. to appoint the Auditor and approve the payment of associated fees and charges;
 - e. to determine the remuneration of employees and other persons acting on behalf of PMI Tasmania.
- (6) An Annual General Meeting may transact other business of which notice is given in accordance with Section 3 “Notices of General Meetings” of this Article.
- (7) Minutes of proceedings of an Annual General Meeting are to be kept by the Public Officer or, in the absence from the meeting of the Public Officer, by an Ordinary Board Member of PMI Tasmania who is nominated by the President or chairperson of the meeting.

- (8) Annual General Meetings shall be conducted according to parliamentary procedures as determined by the Board.

Section 2. Special General Meetings

- (1) Special General Meetings of PMI Tasmania can be called at any time.
- (2) Special General Meetings may be called by the President, or by a majority of the Board, or by petition to the President of not less than 10 percent of the membership.
- (3) A request for a Special General Meeting –
- a. is to state the objects of the meeting; and
 - b. may consist of several documents.
- (4) If the Board does not cause a Special General Meeting to be held within 21 days after the day on which a request is sent to the Public Officer of PMI Tasmania, any one or more of the requestors may convene the meeting within three months after the day on which the request is submitted to PMI Tasmania.
- (5) A Special General Meeting convened by requestors is to be convened in the same manner, as nearly as practicable, as the way a Special General Meeting would be convened by the Board.
- (6) All reasonable expenses incurred by requestors in convening a Special General Meeting are to be refunded by PMI Tasmania.
- (7) All Special General Meetings shall be conducted according to parliamentary procedures as determined by the Board.

Section 3. Notices of General Meetings

- (1) At least 30 days before the day on which a General Meeting (Annual or Special) of PMI Tasmania is to be held, the Public Officer is to publish a notice specifying –
- a. the place, date and time at which the meeting is to be held; and
 - b. the nature of the business that is to be transacted at the meeting.
- (2) A notice is published for the purposes of subrule (1) if the notice –
- a. appears on a website, or at an electronic address, of PMI Tasmania; and/or
 - b. is sent to each member of PMI Tasmania at –
 - i. the member's postal address and/or residential address and/or address of business or employment; and/or
 - ii. email address(es) that the member has nominated as the email address(es) to which notices from PMI Tasmania may be sent; and/or
 - c. is given by another means, determined by the Public Officer, that is reasonably likely to ensure that the members of PMI Tasmania will be notified of the notice.

Section 4. Business and Quorum at General Meetings

- (1) All business transacted at General Meetings, other than the ordinary business of an Annual General Meeting, is special business.

- (2) Business is not to be transacted at a General Meeting unless a quorum of members of PMI Tasmania is present at the time when the meeting considers that business.
- (3) A quorum for the transaction of the business of a General Meeting is the greater of –
 - a. five percent of the membership in good standing and entitled to vote, or
 - b. the quorum to conduct a Board meeting.
- (4) If a quorum is not present within one hour after the time appointed for the commencement of a General Meeting, the meeting –
 - a. if convened on the request of members of PMI Tasmania, is dissolved; or
 - b. if convened by the Board, is to be adjourned to the same day in the next week –
 - i. at the same time and place; or
 - ii. at any other time and place specified by the chairperson –
 - A. at the time of the adjournment; or
 - B. by notice in a manner determined by the President or the chairperson of the meeting.
- (5) If at an adjourned General Meeting a quorum is not present within one hour after the time appointed for the commencement of the meeting, the meeting is dissolved.

Section 5. Chairperson at General Meetings

- (1) At each General Meeting of PMI Tasmania, the chairperson is to be –
 - a. the President; or
 - b. in the absence of the President, the Vice President; or
 - c. in the absence of the President and Vice President, a Board member of PMI Tasmania elected to preside as chairperson by the members of PMI Tasmania present and entitled to vote.

Section 6. Adjournment of General Meetings

- (1) The chairperson of a General Meeting at which a quorum is present may adjourn the meeting with the consent of the members of PMI Tasmania who are present and entitled to vote. No business is to be transacted at the adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting is to be given in the same manner as the notice of the original meeting.
- (3) If a meeting is adjourned for less than 14 days, it is not necessary to give any notice of the adjournment or of the business to be transacted at the adjourned meeting.

Section 7. Determination of Questions Arising at General Meetings

- (1) A question arising at a General Meeting (Annual or Special) of PMI Tasmania is to be determined on a show of hands, unless an alternative voting method is approved by the President or chairperson of the meeting.
 - a. In the case of an equality of votes, a second vote on the same matter shall be held. In the event the second vote also results in an equality of votes, the President (or chairperson) may exercise their option to cast a second or casting vote.
- (2) A declaration by the chairperson that a resolution has been agreed, together with an action or decision to that effect in the minutes, is evidence of that fact unless a poll is demanded on or before that declaration.

Section 8. Taking of Poll

- (1) If at General Meeting a poll on any question is demanded –
 - a. the poll is to be taken at that meeting in the manner that the President or the chairperson of the meeting determines; and
 - b. the result of the poll is taken to be the resolution on that question.

Section 9. When Poll can be Taken

- (1) A poll that is demanded on the election of a chairperson, or on a question of adjournment, is to be taken immediately.
- (2) A poll that is demanded on any other question is to be taken at any time before the close of the meeting as the President or the chairperson of the meeting determines.

Article 11. Board of Directors

Section 1. Affairs of PMI Tasmania to be Managed by a Board

- (1) PMI Tasmania shall be governed by a Board of Directors (Board) that will manage the affairs of PMI Tasmania.
- (2) The Board shall be responsible for carrying out the purposes and objectives of PMI Tasmania.
- (3) The Board –
 - a. is to control and manage the business and affairs of PMI Tasmania; and
 - b. may exercise all the powers and perform all the functions of PMI Tasmania, other than those powers and functions that are required by these rules to be exercised and performed by members of PMI Tasmania at a General Meeting; and
 - c. has power to do anything that appears to the Board to be essential for the proper management of the business and affairs of PMI Tasmania.

- (4) The Board shall exercise all powers of PMI Tasmania except as specifically prohibited by these Bylaws, the PMI® Bylaws and policies, its charter with PMI®, and the laws of Tasmania.
- (5) The Board shall be authorised to adopt and publish such policies, procedures and rules as may be necessary and consistent with these Bylaws and PMI® Bylaws and policies, and to exercise authority over all PMI Tasmania business and funds.

Section 2. Constitution of the Board

- (1) The Board shall consist of –
 - a. the Executive Officers of PMI Tasmania; and
 - b. up to four Ordinary Board Members.
- (2) Executive Officers and Ordinary Board Members shall be members in good standing of PMI® and of PMI Tasmania and shall be elected by the membership of PMI Tasmania.

Section 3. Members of the Board

- (1) The Executive Officers of PMI Tasmania shall be:
 - a. President;
 - b. Vice President;
 - c. Secretary;
 - d. Treasurer; and
 - e. Director of Volunteering.
- (2) The Executive Officers of PMI Tasmania shall be collectively known as the Executive Committee.
- (3) Executive Officers and Ordinary Board Members may hold office for a two-year term until the end of the second Annual General Meeting, after which they were elected.
 - a. Executive Officers and Ordinary Board Members are eligible for re-election subject to section (b) of this subrule.
 - b. An Executive Officer or Ordinary Board Member who is completing a second consecutive full term in any single office shall not be eligible for re-election to that same office.

Section 4. Duties of the Board and Board Positions

- (1) During the period between meetings of the Board, the Executive Committee may issue instructions to the Public Officer and employees of PMI Tasmania in matters of urgency connected with the management of the affairs of PMI Tasmania.
- (2) The Executive Committee is to report on any instructions issued under subrule (3) to the next meeting of the Board.
- (3) The President shall be the Chief Executive Officer for PMI Tasmania and chairperson of the Board.

- (4) The Executive Committee and shall perform such duties as are customary for presiding officers, including making all required appointments with the approval of the Board.
- (5) The President shall also serve as a member ex-officio with the right to participate and vote on all sub-committees except the Nominating Committee.
- (6) The Secretary shall be the Public Officer and shall keep the records of all business meetings of PMI Tasmania and meetings of the Board.
- (7) The Treasurer shall oversee the management of funds for duly authorised purposes of PMI Tasmania and shall keep all accounting books, and general records and records of receipts and payments, connected with the business of PMI Tasmania in the form and manner the Board determines.
- (8) The Vice President shall assist the President and assume the duties of the President in their absence or disability.
- (9) The Director or Volunteering shall assist the President, keep a register of PMI Tasmania volunteers, and coordinate the activities of PMI Tasmania volunteers.
- (10) Ordinary Board Members shall be assigned specific Offices which align to the duties assigned. Such additional Offices may be selected from the following:
 - a. Director of Education
 - b. Director of Events
 - c. Director of Marketing
 - d. Director of Membership
 - e. Other Offices as decided by the Executive Committee and consistent with PMI® roles and offices.
- (11) Members of the Board located outside of the Southern region of Tasmania shall also take responsibility for promoting and facilitating PMI Tasmania activities in their region and liaising with local members, potential members, volunteers, and providers associated with their region's activities.

Section 5. Election of Executive Officers and Ordinary Board Members

- (1) The election of Executive Officers and Ordinary Board Members shall be conducted annually in accordance with the requirements contained in these Bylaws.
- (2) All voting members in good standing of PMI Tasmania shall have the right to vote in the election. Discrimination in election and nomination procedures on the basis of race, colour, creed, gender, age, marital status, national origin, religion, physical or mental disability, or unlawful purpose is prohibited.
- (3) A Nominating Committee shall be appointed by the Executive Committee who shall compile a list of nominees for each Board position and shall determine the eligibility and willingness of each nominee to stand for election.
 - a. No member of the Nominating Committee shall be included in the list of nominees prepared by the Nominating Committee.
 - b. The Nominating Committee will be the sole distributor(s) of all election materials.

- (4) Ballots shall be counted by the Nominating Committee.
- (5) The ballot for the election of Executive Officers and Ordinary Board Members is to be conducted at the Annual General Meeting in the manner determined by the Executive Committee.
- (6) Candidates for Executive Officers and Ordinary Board Members may be nominated by an election process established by the Executive Committee.
- (7) A nomination of a candidate for election as an Executive Officer or Ordinary Board Member of PMI Tasmania, is to be –
 - a. made in writing, signed by one member of PMI Tasmania and accompanied by the written consent of the candidate (which may be endorsed on the nomination); and
 - b. delivered to the Public Officer at least 10 days before the day on which the Annual General Meeting is to be held.
- (8) If insufficient nominations are received to fill all vacancies on the Board –
 - a. the candidates nominated are taken to be elected; and
 - b. further nominations are to be received at the Annual General Meeting.
- (9) If the number of nominations received is equal to the number of vacancies on the Board to be filled, the persons nominated are taken to be elected.
- (10) If the number of nominations received exceeds the number of vacancies on the Board to be filled, a ballot is to be held.
- (11) The candidate who receives a majority of votes cast for each Board position shall be elected.
- (12) Candidates who are elected shall take up their Board position at the close of the meeting during which they were elected.
- (13) In accordance with PMI® policies, practices, procedures, rules and directives, no funds or resources of PMI® or PMI Tasmania may be used to support the election of any candidate or group of candidates. No other type of organised electioneering, communications, fundraising or other organised activity on behalf of a candidate shall be permitted, with the exception of candidate statements and profiles compiled and presented in a consistent format by the Public Officer

Section 6. Vacancy in a Board Position

- (1) In the event the President is unable or unwilling to complete the current term of office, the Vice President shall serve as Acting President and shall assume the duties and office of the presiding officer until the close of the next Annual General Meeting.
 - a. The Board may choose to call for a special election by the Chapter's membership to fill the vacancy.
- (2) An Executive Office or Ordinary Board position becomes casually vacant if the member of the Board in that position –
 - a. dies; or

- b. becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with their creditors or makes an assignment of their remuneration or estate for their benefit; or
 - c. becomes a represented person within the meaning of the Guardianship and Administration Act 1995 ; or
 - d. resigns office in writing addressed to the Board; or
 - e. ceases to be ordinarily resident in Tasmania; or
 - f. is absent from three consecutive meetings of the Board without the permission of the other members of the Board; or
 - g. ceases to be a member of PMI Tasmania.
- (3) An Executive Officer or Ordinary Board Member may resign their position by submitting written notice to the Public Officer. Unless another time is specified in the notice or determined by the Board, the resignation shall be effective upon receipt by the Board of the written notice. The member will retain their membership in PMI Tasmania.
- (4) An Executive Officer or Ordinary Board Member may be removed from office for just cause in connection with the affairs of the organisation by a two-thirds vote of the members present and in person at a General Meeting (Annual or Special) of the membership, or by a two-thirds vote of the Board. They shall retain their membership in PMI Tasmania, unless they have also lost their membership in PMI Tasmania under Article 5 “Termination of Membership”.
- (5) If an office other than President is not filled at an Annual General Meeting, there is taken to be a casual vacancy in the office.
- (6) When a casual vacancy occurs, the Board by a standard majority vote may appoint a member of PMI Tasmania to fill the vacancy until the end of the next Annual General Meeting.
- a. The Board may appoint a member who has served or is completing service in two consecutive full terms to fill a vacancy in the same office. See Article 11, Section 3, subrule 3 (b).

Section 7. Meetings of the Board

- (1) Regular Meetings of the Board shall be held at least once in each month (except for the months of December and/or January) at any place and time the Board determines, including virtual.
- (2) Special Meetings of the Board, other than a meeting referred to in subrule (1), may be convened by the President or at the written request of not less than thirty percent of the members of the Board.
- (3) Written notice of any Special Meeting of the Board is to be served on members of the Board in writing. The Notice shall:
- a. be served not less than ten days before the date on which the Special Meeting of the Board is to be held; and
 - b. specify the general nature of the business to be transacted.

- (4) A Special Meeting of the Board may only transact business of which notice is given in accordance with subrule (3) .
- (5) A quorum for the transaction of the business at a Regular Meeting or Special Meeting of the Board is no less than fifty percent of the Members of the Board.
- (6) Business is not to be transacted at a Regular Meeting or Special Meeting of the Board unless a quorum is present.
- (7) If a quorum is not present within half an hour after the time appointed for the commencement of –
 - a. a Regular Meeting of the Board, the meeting is to be adjourned to the same day in the next week at the same time and at the same place; or
 - b. a Special Meeting of the Board, the meeting is dissolved.
- (8) Each member of the Board shall be entitled to one vote only.
- (9) In the case of an equality of votes on any matter considered by the Board, a second vote on the same matter shall be held. In the event the second vote also results in an equality of votes, the President (or chairperson) may exercise their option to cast a second or casting vote.
- (10) At its discretion, the Board may conduct its business by teleconference, videoconference or other legally acceptable means.
- (11) Meetings of the Board shall be conducted in accordance with parliamentary procedures determined by the Board.
- (12) At each meeting of the Board, the chairperson is to be –
 - a. the President; or
 - b. in the absence of the President, the Vice President; or
 - c. in the absence of the President and Vice President, a member of the Board elected to preside as chairperson by the members of the Board present at the meeting.

Section 8. Sub-Committees

- (1) The Board may authorise the establishment of standing or temporary sub-committees to advance the purposes of the organisation.
- (2) The Board shall establish a charter for each sub-committee, which defines its purpose, authority, powers, functions and outcomes.
- (3) Sub-committees are responsible to the Board.
- (4) Sub-committee members shall be appointed from the membership of PMI Tasmania. Executive Officers and Members of the Board of PMI Tasmania may be appointed and serve on sub-committees.
- (5) A quorum for the transaction of the business of a meeting of a sub-committee is three appointed members entitled to vote or two appointed members of the sub-committee where at least one is a member of the Board.
- (6) The Public Officer is to convene meetings of a sub-committee at the request of the chairperson of the sub-committee and with the agreement of the President.

- (7) On any question arising at a meeting of a sub-committee, a member of the sub-committee (including the chairperson) has one vote only.
- (8) In the case of an equality of votes on any matter considered by a sub-committee, a second vote on the same matter shall be held. In the event the second vote also results in an equality of votes, the matter shall be determined by the Executive Committee.
- (9) Written notice of sub-committee meetings is to be served on members of the relevant sub-committee in writing. The Notice shall:
 - a. be served not less than ten days before the date on which the committee meeting is to be held; and
 - b. specify the general nature of the business to be transacted.
- (10) Executive Officers shall automatically become members of every appointed sub-committee for the duration of their term of office.

Article 12. Disclosures, Inurement and Conflicts of Interests

- (1) No member of PMI Tasmania shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of PMI Tasmania, except as otherwise provided in these Articles.
- (2) No Executive Officer, Ordinary Board Member, sub-committee member or authorised representative of PMI Tasmania shall receive any compensation, or other tangible or financial benefit for service on the Board or sub-committees.
 - a. The Board may authorise payment by PMI Tasmania of actual and reasonable expenses incurred by an Executive Officer, Ordinary Board Member, sub-committee member or authorised representative of PMI Tasmania regarding attendance at Board meetings, sub-committee meetings and other approved activities.
- (3) PMI Tasmania may engage in contracts or transactions with Executive Officers, Ordinary Board Members, sub-committee members or authorised representatives of PMI Tasmania and any corporation, partnership, association or other organisation in which one or more of PMI Tasmania's Executive Officers, Ordinary Board Members, sub-committee members or authorised representatives are: directors or officers, have a financial interest in, or are employed by the other organisation, provided the following conditions are met:
 - a. the facts regarding the relationship or interest as they relate to the contract or transaction are disclosed to the Board prior to commencement of any such contract or transaction;
 - b. the Board in good faith authorises the contract or transaction by a majority vote of the Board members who do not have an interest in the transaction or contract;
 - c. the contract or transaction is fair to PMI Tasmania and complies with the laws and regulations of the applicable jurisdiction in which PMI Tasmania is incorporated or registered at the time the contract or transaction is authorised, approved or ratified by the Board.

- (4) If a member of the Board or a member of a sub-committee has a direct or indirect pecuniary interest in a matter being considered, or about to be considered, by the Board or sub-committee at a meeting, the Board or sub-committee member is to, as soon as practicable after the relevant facts come to the member's knowledge, disclose the nature of the interest to the Board.
- (5) All Executive Officers, Ordinary Board Members, sub-committee members and authorised representatives shall disclose any interest or affiliation they may have with any entity or individual with which PMI Tasmania has entered, or may enter, into contracts, agreements or any other business transaction, and shall refrain from voting on, or influencing the consideration of, such matters.
 - a. If requested by the chairperson or an Executive Officer, that member shall be asked to leave the meeting whilst the matter is being considered.
 - b. If at a meeting of the Board or a sub-committee a member of the Board or subcommittee votes in respect of any matter in which the member has a direct or indirect pecuniary interest, that vote is not to be counted.
- (6) All Executive Officers, Ordinary Board Members, sub-committee members or authorised representatives of PMI Tasmania shall act in an independent manner consistent with their obligations to PMI Tasmania and applicable law, regardless of any other affiliations, memberships, or positions.

Article 13. Indemnification

- (1) In the event that any person who is or was an Executive Officer, Ordinary Board Member, sub-committee member or authorised representative of PMI Tasmania, acting in good faith and in a manner reasonably believed to be in the best interests of PMI Tasmania, has been made party, or is threatened to be made a party, to any civil, criminal, administrative, or investigative action or proceeding (other than an action or proceeding by or in the right of the corporation), such representative may be indemnified against reasonable expenses and liabilities, including attorney fees, actually and reasonably incurred, judgments, fines and amounts paid in settlement in connection with such action or proceeding to the fullest extent permitted by the jurisdiction in which the organisation is incorporated. Where the representative has been successful in defending the action, indemnification is mandatory.
- (2) Unless ordered by a court, discretionary indemnification of any representative shall be approved and granted only when consistent with the requirements of applicable law, and upon a determination that indemnification of the representative is proper in the circumstances because the representative has met the applicable standard of conduct required by law and in these Bylaws.
- (3) To the extent permitted by applicable law, PMI Tasmania may purchase and maintain liability and other relevant insurances on behalf of any person who is or was an Executive Officer, Ordinary Board Member, sub-committee member or authorised representative of PMI Tasmania, or is or was serving at the request of PMI Tasmania as an Executive Officer, Ordinary Board Member, sub-committee member, authorised representative employee, trustee, agent or representative of another corporation, domestic or foreign, non-profit or for-profit, partnership, joint venture, trust or other enterprise.

Article 14. Service of Notices and Requests

- (1) Except as otherwise provided by these rules, a document may be served under these rules on a person by –
 - a. giving it to the person; or
 - b. leaving it at, or sending it by post to, the person's postal or residential address or place or address of business or employment last known to the server of the document; or
 - c. emailing it to the person's email address.

Article 15. Amendments

- (1) These Bylaws may be amended by a two-thirds vote of the voting membership in good standing voting by electronic ballot; or by two-thirds vote of membership present and voting at an Annual General Meeting of PMI Tasmania duly called and regularly held; or by a two-thirds vote of the voting membership in good standing voting by mail ballot returned within thirty days of the date by which members can reasonably be presumed to have received the ballot.
- (2) Notice of proposed changes shall be sent in writing to the membership at least thirty days before such meeting or vote.
- (3) Amendments may be proposed by the Board on its own initiative, or upon written petition to the Board by not less than ten percent of the voting members in good standing.
- (4) All such proposed amendments shall be presented by the Board with or without recommendation.
- (5) All amendments must be consistent with PMI®'s Bylaws and the policies, procedures, rules and directives established by the PMI® Board of Directors, as well as with PMI Tasmania's Charter with PMI®.

Article 16. Dissolution

Section 1. General Provisions

- (1) Should PMI Tasmania be dissolved or wound-up for any reason, its assets shall be dispersed to an organisation designated by the voting membership after the payment of just, reasonable and supported debts, consistent with applicable legal requirements.

Section 2. Dissolution by PMI®

- (1) In the event that PMI Tasmania or its governing officers failed to act according to these Bylaws, its policies or all PMI® policies, procedures, and rules outlined in the charter agreement, PMI® has a right to revoke the PMI Tasmania Charter and require the Chapter to seek dissolution.

- (2) In the event PMI Tasmania failed to deliver value to its members as outlined in PMI Tasmania's business plan and without mitigated circumstances, the Chapter acknowledges that PMI® has a right to revoke the PMI Tasmania Charter and require the Chapter to seek dissolution.

Section 3. Dissolution by Resolution

- (1) In the event the membership of PMI Tasmania is considering dissolving, the Board must notify PMI® in writing and follow the Chapter dissolution procedure as defined in PMI®'s policy.
- (2) Unless superseded by law, dissolution of the Chapter entity must be approved by a majority of the members voting on the motion to dissolve.