



Building professionalism in project management.™

**Project Management Institute
Melbourne Chapter**

**PROJECT MANAGEMENT INSTITUTE
MELBOURNE CHAPTER INC**

**STATEMENT OF PURPOSES
AND
RULES**

Approved by members
Approved by the Project Management Institute

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DOCUMENT CONTROL

Date Issued	Reason for Issue
August 1996	Charter Application prepared and submitted to PMI
October 1996	Charter approved by PMI
May 1999	Document amended for application for Incorporation in the State of Victoria
October 1999	Document amended to incorporate new Board procedures
November 1999	Document amended to incorporation PMI USA feedback
November 1999	Approved by PMI Headquarters
May 2000	Revised in accordance with Department of Justice requirements to remove all references to 'By-Laws' and 'Articles'. References to 'By-Laws' replaced with 'Rules'. References to 'Articles' deleted entirely.
June 2000	Revised in accordance with Department of Justice requirements. Revised Section 2 – Interpretation heading to read 'Definitions'. Added definition of Associations Incorporation Act to Section 2. Added Section on General Meetings and Special Meetings. Added Section on Discipline, Expulsion and Suspension of Members.
September 2009	Approved by PMI Headquarters Rewritten in accordance with the Consumer Affairs Victoria and the PMI GOC requirements. The changes include but are not limited to; re-ordering of rules, clarifying definitions, refinement to membership classification, remove redundancy, improve governance, normalize dissolution across all Chapters, refining the nomination process, remove veto, and insertion of new rules on Limitations and Indemnification. The individual changes are too extensive to list.
December 2009	Reviewed and reformatted by GSM Lawyers at the request of the Melbourne Chapter Board to ensure compliance to the Associations Incorporation Act (1981).
February 2010	Approved by PMI Headquarters Reviewed by Consumer Affairs Victoria
30 April 2010	Approved for distribution to members
24 May 2010	Approved by PMC Members in General Meeting (24/5/2010)
16 October 2012	Incorporate electronic ballot

STATEMENT OF PURPOSES
OF
PROJECT MANAGEMENT INSTITUTE MELBOURNE AUSTRALIA CHAPTER INC

1. NAME

- 1.1 The name of the organisation is Project Management Institute Melbourne Australia Chapter Inc (**Melbourne Chapter**).
- 1.2 The organisation is a local chapter, chartered by the Project Management Institute Incorporated (**PMI**).

2. PURPOSES OF THE ORGANISATION

The objectives of the Chapter supplement the purposes of the PMI as set forth in the PMI rules.

The chapter objectives are:

2.1 General Purpose

The Melbourne Chapter is a not-for-profit association chartered by PMI, and is dedicated to advancing the practice, science and profession of project management in the State of Victoria in a conscientious and proactive manner.

2.2 Specific Purposes

Consistent with the terms of the Charter executed between the Melbourne Chapter and PMI and these Rules, the purposes of the Melbourne Chapter shall include the following:

- 2.2.1 To encourage and facilitate education, certification and professionalism in project management;
- 2.2.2 To foster professionalism in the management of projects;
- 2.2.3 To contribute to the quality and scope of project management;
- 2.2.4 To stimulate appropriate global application of project management for the benefit of general public;
- 2.2.5 To provide a recognised forum for the free exchange of ideas, applications, and solutions to project management issues among its members, and other interested and involved in project management;
- 2.2.6 To identify and promote the fundamentals of project management and advance the body of knowledge for managing projects successfully;
- 2.2.7 To foster communication between government, education, and private sectors regarding project management; and

- 2.2.8 To disseminate within the primary area of operation of the Chapter information regarding developments in project management.

2.3 Limitations of the Melbourne Chapter

2.3.1 General Limitations:

The purposes and activities of the Melbourne Chapter shall be subject to limitations set forth in the charter agreement with PMI, these Rules, and conducted consistently with the Melbourne Chapter Rules and the Act.

- 2.3.2 The membership database and listings provided by PMI to the Melbourne Chapter may not be used for commercial purposes and may be used only for not-for-profit purposes directly related to the business of the Melbourne Chapter 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. The Register of Members, including student members and corporate members, and applications to the PMI, may be used only for the advertising or solicitation in connection with the authorised business of the Chapter or the PMI and may not be sold or traded.

- 2.3.3 The officers and directors of the Melbourne Chapter shall be responsible for the planning and operations of the Component, and shall perform their duties in accordance with the Component's governing documents; its Charter Agreement; PMI's rules, policies, practices, procedures and rules, and applicable law.

3. POWERS OF THE ORGANISATION

For the purpose of affecting its objects, the organisation may take such action as may be deemed necessary.

4. APPLICATION OF INCOME

- 4.1 The income and property of the organisation shall be applied solely towards the promotion of the purposes of the organisation as set out in this statement of purposes.
- 4.2 No portion of the income or property of the organisation shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to any member, but this shall not preclude payment to a member or director in good faith for expenses incurred or services rendered.

5. LIABILITY OF MEMBERS

The liability of the members of the organisation is limited.

RULES
OF
PROJECT MANAGEMENT INSTITUTE MELBOURNE AUSTRALIA CHAPTER INC

1. NAME

The name of the organisation is Project Management Institute Melbourne Australia Chapter Inc (**Melbourne Chapter**).

2. INTERPRETATION AND DEFINITIONS

2.1 Definitions

In these Rules, unless the contrary intention appears:

“**Act**” means the Associations Incorporation Act 1981 (Vic).

“**Annual General Meeting**” means an annual meeting of the members of the Melbourne Chapter called in accordance with these Rules.

“**Association**” means the Melbourne Chapter.

“**Board**” or “**Chapter Board**” means the Board of Directors of the PMI Melbourne Australia Chapter Inc.

“**Board Committee**” refers to a group of Directors and Chapter Officers of the PMI Melbourne Chapter.

“**Chapter**” means the Melbourne Chapter.

“**Chapter Officer**” means a duly elected member of the Board of Directors of the Melbourne Chapter.

“**Charter Agreement**” means the Agreement between the Project Management Institute and the Melbourne Chapter dated 30 October 2001 as amended.

“**Chapter Handbook**” means a compendium of the Melbourne Chapter’s policies and procedures that provides direction to Board Members and others in the execution of their duties.

“**Chapter Meeting**” means any scheduled meeting of the general membership of the Melbourne Chapter and guests, where the content of these events is consistent and in accordance with the objectives of the Melbourne Chapter and the PMI.

“**Director**” means an elected member of the Board of Directors of the Melbourne Chapter.

“**Disciplinary Committee**” means the Committee appointed by the Board in accordance with these Rules.

“**Financial Year**” means the year commencing 1 January and concluding 31 December.

“**General Meeting**” means meeting of Members convened in accordance with these Rules and the Act.

“**Honorary Member**” means a person granted honorary membership.

“**Institute**” means Melbourne Australia Chapter.

“**Intellectual Property**” means all intellectual property, including all rights subsisting in copyright, trade names, trade marks, logos, designs, equipment, images (including photographs, videos or films) or service marks relating to the Association or any sport or any event, competition or activity conducted, promoted, underwritten, sponsored or administered by the Association.

“**Life Member**” means an individual appointed as a Life Member of the Chapter.

“**Melbourne Chapter**” means the Project Management Institute Melbourne Australia Chapter Inc.

“**Member**” means a member of the Melbourne Chapter.

“**Members in good financial standing**” means a Chapter member who has paid both the Project Management Institute fees and the Melbourne Chapter dues.

“**Organisation**” means Melbourne Chapter.

“**PMI**” means the Project Management Institute Incorporated in the United States of America having its headquarters in Pennsylvania.

“**PMI Headquarters or PMI GOC**” means the professional staff and management function of the Project Management Institute Incorporated, headquartered in Pennsylvania, United States of America.

“**Project Management Institute**” means the Project Management Institute Incorporated, having its headquarters in Pennsylvania, United States of America.

“**Public Officer**” means the person who is for the time being the public officer of the Melbourne Chapter pursuant to the Act.

“**Register**” means the Register of Members kept in accordance with these Rules.

“**Regulations**” means any Regulations made by the Board.

“**Rules**” means these Rules of the Chapter.

“**Seal**” means the common seal of the Association and includes any official seal of the association.

“**Secretary**” means a person appointed to that position under these Rules, and if no such person is appointed, the Public Officer.

“**Special General Meeting**” means a meeting of the general membership of the Melbourne Chapter, other than an Annual General Meeting called in accordance with these Rules.

“**Special Resolution**” means a resolution passed at a general meeting in accordance with these Rules and the Act.

“**Statement of Purposes**” means the Statement of Purposes setting out the objects and purposes of the Association, as this may vary from time to time.

“**Sub Committee**” means a group of members and/or Directors of the Melbourne Chapter which has been appointed by the Board for a specific purpose.

2.2 Interpretation

In these Rules and in the Statement of Purposes:

- 2.2.1 A reference to a function includes a reference to a power, authority and duty.
- 2.2.2 A reference to the exercise of a function includes where the function is a power, authority or duty a reference to the exercise of the power of authority of the performance of the duty.
- 2.2.3 Words importing the singular include the plural and vice versa.
- 2.2.4 Words importing any gender include the other genders.
- 2.2.5 Words or expressions shall be interpreted in accordance with the provisions of the *Acts Interpretation Act 1958 (Vic)* and the Act as they vary from time to time.
- 2.2.6 References to persons include corporations and bodies politic.
- 2.2.7 References to a person include the legal personal representatives, successors and permitted assigns of that person.
- 2.2.8 A reference to a statute, ordinance code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction) and
- 2.2.9 Expressions referring to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

2.3 Enforceability

If any provision of these Rules or any phrase contained in them is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without

affecting the remaining provisions of these Rules or affecting the validity or enforceability of that provision in any other jurisdiction.

3. MEMBERSHIP

3.1 Eligibility

Any natural person is eligible and may apply for and be granted membership in accordance with Rule 3.2 provided he is a current member of the Project Management Institute.

3.2 Membership Open

Membership is open to any person interested in furthering the purposes of the Institute without regard to race, creed, colour, age, sex, marital status, national origin, religion, physical or mental disability.

3.2.1 A person who applies and is approved for membership is eligible to be a member of the Chapter on payment of the entrance fee, annual subscription and Chapter dues

3.2.2 The Project Management Institute determines the entrance fee and annual subscriptions.

3.2.3 The Chapter dues are determined by the Chapter Board.

3.3 Application For Membership

3.3.1 An application for membership must be:

- (a) In writing in the form set out in Appendix 1, which may be varied by the Board from time to time;
- (b) Accompanied by the appropriate fee or fees; and
- (c) Lodged with the Project Management Institute.

3.3.2 As soon as possible after their receipt of the application under Rule 3.3.1 above, the Secretary shall refer the application to the Board.

3.3.3 The Board must determine whether to approve or reject the application.

3.3.4 If the Board approves an application for membership, the Secretary must, as soon as practicable, notify the applicant in writing of the approval for membership.

3.3.5 The Secretary must, as soon as practicable, after the Board's approval of the membership, enter the applicant's name in the Register of Members.

3.3.6 An applicant for membership becomes a member and is entitled to exercise the rights of membership when his name is entered in the Register of Members.

- 3.3.7 If the Board rejects an application, the Secretary, as soon as practicable, notify the applicant in writing that the application has been rejected.

3.4 Effect Of Membership

3.4.1 Members acknowledge and agree that:

- (a) These Rules constitute a contract between each of them and the Association and that they are bound by the Act, Rules and Regulations.
- (b) They shall comply with and observe these Rules, the Regulations and all policy, determination or resolution which may be made or passed by the Board or the Association.
- (c) By submitting to the Act and these Rules and the Regulations they are subject to the jurisdiction of the Association.
- (d) The Rule and Regulations are necessary and reasonable for promoting the purposes of the Association; and
- (e) They are entitled to all benefits, advantages, privileges and services of membership.

4. SUBSCRIPTIONS AND FEES

The annual membership subscriptions and fees payable by members to PMI and the Chapter, the time for and manner of payment and penalties (if any) for late payment shall be as determined by PMI and by the Melbourne Chapter.

5. REGISTER OF MEMBERS

5.1 Maintain a Register of Members

The Membership Director shall establish and maintain a Register of Members of the Melbourne Chapter specifying the name and address of each person who is a member of the Melbourne Chapter, together with the date on which the person became a member using the PMI provided DEP (Data Exchange Program).

5.2 Register of Principal Place

The Register of Members must be kept at the principal place of administration of the Chapter or kept securely under the control of the Membership Director and may be used only for the advertising or solicitation in connection with the authorised business of the Melbourne Chapter or the PMI. The Register of Members may not be used for commercial purposes excluded by the PMI Rules. Members inspecting the register are not to divulge or otherwise use the names or addresses in the register for any unauthorised purpose.

5.3 Classes and Categories of Members

The Melbourne Chapter shall not create its own membership categories. Chapter membership categories shall be consistent with PMI membership categories.

6. CESSATION OF MEMBERSHIP

6.1 Notice

Any member who has paid all monies due and payable to the Chapter may resign from the Chapter by giving one months' notice in writing to the Chapter of such intention to resign and upon the expiration of that period of notice; the member shall cease to be a member.

6.2 Failure To Renew Membership

A member ceases to be a member if he fails to renew his membership of the institute in accordance with the procedure set down from time to time within one month of being required to do so, unless otherwise determined in the Board's discretion.

6.3 Forfeiture Of Rights

A member who ceases to be a member for whatever reason shall forfeit all his rights and privileges of membership and any interest in the property or other assets, including intellectual property of the Chapter and PMI shall be forfeited by the member.

7. DISCIPLINE OF MEMBERS

7.1 Breach Of Discipline By Member

A member shall not:

7.1.1 Breach, fail, refuse or neglect to comply with a provision of these Rules, the PMI Rules, and all policies, procedures, Rules and directives, lawfully made thereunder, including but not limited to the PMI code of ethics and professional conduct.

7.1.2 Act in a manner unbecoming of a member or prejudicial to the objects and interests of the Institute; or

7.1.3 Bring the Institute into disrepute.

7.2 Report Of Disciplinary Matter

7.2.1 Any member or Director (in this Rule) ("Complainant") may give written notice of a complaint relating to the conduct or otherwise of a member to the President, or if the complaint relates to the conduct of the President, to the Secretary.

7.2.2 The President or Secretary shall as soon as practicable, but within seven (7) days, forward written details of the complaint to at least one member of the Disciplinary Committee.

7.3 Considerations Of Matter

- 7.3.1 The Disciplinary Committee shall, as soon as practicable after receiving a notice under Rule 7.2, consider the matter, and shall within fourteen (14) days of receiving such notice, determine whether:
- (a) The matter should be dismissed, because there has been no relevant breach of discipline in accordance with Rule 7.1; or
 - (b) There are reasonable grounds to believe there may have been a breach of Rule 7.1, and accordingly the matter warrants review and determination in accordance with the principles of natural justice.
- 7.3.2 If the Disciplinary Committee determines the complaint should be dismissed under Rule (a), it shall, as soon as practicable, give written notice of such dismissal to the complainant.
- 7.3.3 If the Disciplinary Committee determines the matter warrants further review under Rule (b), it shall, as soon as practicable, serve a notice in writing on the Member:
- (a) Setting out the grounds on which there may have been a breach of Rule 7.1;
 - (b) Stating that the Member (personally, by its Delegate or by its adult representative) may address the Disciplinary Committee at a hearing to be held not earlier than twenty one (21) and not later than thirty five (35) days after service of the notice;
 - (c) Stating the date, place and time of that hearing (which hearing may be held by teleconference);
 - (d) Informing the Member that the Member may do one or both of the following:
 - (i) Attend or participate in that hearing and make submissions personally or by its Delegate or representative; or
 - (ii) Give the Association, before the date of that hearing, a written statement setting out relevant information surrounding the complaint, and (if appropriate) seeking dismissal of the complaint.

7.4 Meeting Of Disciplinary Committee

The Disciplinary Committee may conduct the hearing convened in accordance with Rule 7.3.3 in such manner as it sees fit, but shall:

- 7.4.1 Give to the Member every opportunity to be heard;
- 7.4.2 Give due consideration to any written statement submitted by the Member;

7.4.3 Allow the Member to have an adult representative; and

7.4.4 By resolution determine whether to dismiss or uphold the complaint:

and may:

7.4.5 Request and/or require the complainant or any other witness to attend the hearing and/or provide (wherever practicable, in writing) such evidence as is available.

7.5 Disciplinary Committee Resolution

The Disciplinary Committee may, having had regard to any submission or evidence of the Member, by resolution:

7.5.1 Expel a Member from the Association;

7.5.2 Suspend a member from membership of the Association for a specified period;

7.5.3 Fine a Member an amount not exceeding that prescribed by the Act;

7.5.4 Give such warning or reprimand as is appropriate;

7.5.5 Suspend and penalty or

7.5.6 Take such other action as it deems reasonable in all the circumstances,

If the Disciplinary Committee determines that the Member has committed a breach of the discipline contrary to Rule 7.1 above and shall notify the Member in writing at the address set out in the Register within seven (7) days of the resolution of the Disciplinary Committee.

7.6 Effect Of Resolution

If the Member exercises a right of appeal to the Board under this Rule 7, a resolution of the Disciplinary Committee under Rule 7.5 takes effect until and unless the Board revokes the determination in accordance with this Rule.

7.7 Notice Of Appeal To Board

A Member may, within seven (7) days of notice of an adverse finding being given under Rule 7.5, appeal the decision of the Disciplinary Committee, by forwarding notice in writing to the Association, indicating that the Member wishes to appeal and setting out the grounds on which the Member appeal. Where the Association receives a notice under this Rule 7 indicating the Member wishes to appeal to the Board, the Board shall convene a meeting in accordance with these Rules, to be held within twenty eight (28) days of the date on which the Association received such notice.

7.8 Proceedings Of Board Meeting

At a Board Meeting convened under Rule 7.7:

- 7.8.1 No business other than the question of the appeal shall be transacted;
- 7.8.2 The Disciplinary Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
- 7.8.3 The Member, personally, or by its Delegate, or through his or its representative shall be given every opportunity to be heard; and
- 7.8.4 The Members present shall, following consideration of the matter, vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

7.9 Decision Of Board

At a Board Meeting convened under Rule 7.7, the Board shall either:

- 7.9.1 Pass a resolution confirming the resolution of the Disciplinary Committee under Rule 7.5; or
- 7.9.2 Pass a resolution that the resolution of the Disciplinary Committee be revoked immediately.

Decisions of the Board will be binding upon the Association and the Member.

8. GRIEVANCE PROCEDURE

8.1 Notice Of Dispute

- 8.1.1 Any member or Director may give written notice of a dispute under these Rules (not being a disciplinary matter within the meaning of Rule 7.1) between:
 - (a) Members; or
 - (b) A Member or Members and the Institute,to the President.
- 8.1.2 The President shall as soon as practicable, but within seven (7) days, forward written details of the dispute to all parties to the dispute, requiring the parties to meet to discuss and attempt to resolve the dispute in good faith, within fourteen (14) days of the notice of dispute being forwarded to all parties or such other time as the parties agree.
- 8.1.3 If requested by any one or more parties to the dispute, the President shall act to facilitate the arrangement of the meeting referred to in Rule 8.1.2.

8.2 Dispute Referred To Mediation

If the parties are unable to resolve the dispute at the meeting referred to in Rule 8.1.2, an independent mediator (who may be a Member or associated with a Member) shall be appointed to mediate the dispute within fourteen (14) days of the meeting (or the time for the meeting) referred to in Rule 8.1.2, which mediator shall be:

- 8.2.1 A person having knowledge and expertise in relation to the subject matter of the dispute; and
- 8.2.2 A person agreed by the parties, or
- 8.2.3 In the absence of agreement:
 - (a) In the case of a dispute between Members, a Director appointed by the President; or
 - (b) In the case of a dispute between a Member and the Institute, a mediator appointed by such independent mediation service as is determined appropriate by the President.

8.3 Mediation Procedure

- 8.3.1 The mediation shall be administered by the mediator. In particular, the mediator shall have control of the timetable for the undertaking of the mediation, but in any event the mediation shall be completed within thirty (30) days of the appointment of the mediator.
- 8.3.2 The mediator shall conduct the mediation in accordance with current and established principles of mediation, but shall:
 - (a) Give to the parties every opportunity to be heard;
 - (b) Allow due consideration by all parties of any written statement submitted by any party;
 - (c) Allow each of the parties to appoint any person to act on their behalf in respect of the mediation; and
 - (d) Otherwise ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
- 8.3.3 The costs of the mediation shall be equally borne by the parties.
- 8.3.4 The parties to the dispute shall, in good faith, attempt to settle the dispute by mediation. No determination of the dispute shall be made by the mediator.
- 8.3.5 If the dispute referred to mediation in accordance with Rule 8.2 is not resolved, there shall be no further right of complaint or appeal under these Rules, but the parties may seek other means of resolving the dispute in accordance with the Act and otherwise at law.

GENERAL MEETINGS

9. ANNUAL GENERAL MEETINGS

9.1 Annual General Meeting To Be Held

The Chapter shall in each calendar year, convene and hold an Annual General Meeting of its Members in accordance with the provisions of the Act and on a date and at a venue to be determined by the Board provided that it must be held within five (5) months of the close of the Chapter's fiscal year, and should not conflict with the timing of major PMI activities and congresses.

9.2 Ordinary Business

The ordinary business of the Annual General Meeting shall be to:

- 9.2.1 Confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that Meeting.
- 9.2.2 Receive from the Board, reports upon the operation of the Chapter during the last preceding year.
- 9.2.3 Elect the members of the Board according to the schedule of rotation; and
- 9.2.4 To receive and consider the accounts and information submitted by the Board in compliance with section 30(3) of the Act.

9.3 Special Business

The Annual General Meeting may conduct any special business of which notice has been given in accordance with these Rules.

9.4 Additional Meetings

The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year. All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with the provisions of these Rules.

10. SPECIAL GENERAL MEETINGS

10.1 Other General Meetings

In addition to the Annual General Meeting, other General Meetings may be held in the same year.

10.2 Special General Meetings

All General Meetings other than the Annual General Meeting are Special General Meetings.

10.3 Board may convene Special General Meeting

The Chapter Board may, whenever it thinks fit, convene a Special General Meeting of the Melbourne Chapter.

10.4 General Meetings before expiration of fifteen (15) months

If, but for this sub-rule, more than fifteen (15) months would elapse between Annual General Meetings, the Chapter Board must convene a Special General Meeting before the expiration of that period.

10.5 Requisitions of Special General Meetings

The Chapter Board must, on the request in writing of the members representing not less than five (5) percent of the total number of members, convene a Special General Meeting of the Melbourne Chapter.

10.6 Requests for Special General Meeting

The request for a Special General Meeting must:

10.6.1 State the objects of the meeting; and

10.6.2 Be signed by the members requesting the meeting; and

10.6.3 Be sent to the address of the Secretary.

10.7 If Special General Meeting not called

If the Chapter Board does not cause a Special General Meeting to be held within one (1) month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a Special General Meeting to be held not later than three (3) months after that date.

10.8 Special General Meeting convened by members

If a Special General Meeting is convened by members in accordance with this Rule, it must be convened by the Chapter Board and all reasonable expenses incurred in convening the Special General Meeting must be refunded by the Melbourne Chapter to the persons incurring the expenses.

10.9 Special Business

All business that is conducted at a Special General Meeting and all business that is conducted at the Annual General Meeting, except for business conducted under the rules as ordinary business of the Annual General Meeting, is deemed to be special business.

11. NOTICE OF AND PROCEEDINGS AT MEETINGS

11.1 Notice

The Secretary of the Melbourne Chapter, at least fourteen (14) days, or if a special resolution has been proposed at least twenty one (21) days, before the date fixed for holding a general meeting of the Melbourne Chapter, must cause to be sent to each member of the Melbourne Chapter, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

Notice may be sent:

11.1.1 By prepaid post to the address appearing in the register of members; or

11.1.2 By facsimile transmission; or

11.1.3 By addressed electronic transmission.

11.1.4 No business other than that set out in the notice convening the meeting may be conducted at the meeting.

11.1.5 A member intending to bring any business before a meeting must notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

11.2 Quorum

No item of business may be conducted at a General Meeting unless a quorum of members entitle under these Rules to vote is present at the time when the meeting is considering that item.

11.2.1 Five members personally present (being members entitled under these Rules to vote at a General Meeting) constitute a quorum for the conduct of the business of a General Meeting.

11.2.2 If, within half an hour after the appointment time for the commencement of a General Meeting, a quorum is not present:

(a) In the case of a meeting convened upon the request of members - the meeting must be dissolved; and

(b) In any other case - the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.

11.2.3 If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than three) shall be a quorum.

11.3 Chairperson

The President, or in the President's absence, the Vice President, shall preside as Chairperson at each General Meeting of the Melbourne Chapter. If the President and the Vice President are absent from a General Meeting, or are unable to preside, the Members present must select one of their number to preside as Chairperson.

11.4 Adjournment

The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.

11.4.1 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.

11.4.2 If a meeting is adjourned from 14 days or more, notice of the adjourned meeting must be given in accordance with Section 11.1.

11.5 Voting At General Meetings

11.5.1 Upon any question arising at a general meeting of the Melbourne Chapter, a member has one vote only.

11.5.2 All votes must be given personally or by proxy.

11.5.3 In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.

11.5.4 A member is not entitled to vote at a General Meeting unless all moneys due and payable by the member to the Melbourne Chapter have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

11.6 Poll At General Meeting

11.6.1 If at a meeting a poll on any question is demanded by not less than three members, it must be taken at that meeting in such a manner as the Chairperson may direct and the resolution of the meeting on that question.

11.6.2 A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such a time before the close of the meeting as the Chairperson may direct.

11.7 Manner Of Determining Whether Resolution Carried

If a question arising at a General Meeting of the Melbourne Chapter is determined on a show of hands:

11.7.1 A declaration by the Chairperson that a resolution has been:

(a) Carried; or

- (b) Carried unanimously; or
- (c) Carried by a particular majority; or
- (d) Lost; and

11.7.2 An entry to that effect in the minutes of the Melbourne Chapter:

Is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

11.8 Proxies

11.8.1 Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

11.8.2 The notice appointing the proxy must be:

- (a) For a meeting of the Melbourne Chapter convened under these Rules, in the form set out in Appendix 2; or
- (b) In any other case in the form set out in Appendix 3.

12. BOARD OF DIRECTORS

12.1 Powers of Board

12.1.1 The affairs of the Chapter shall be managed by a Board of Directors constituted under these Rules.

12.1.2 Subject to these Rules and the Act, the Board:

- (a) Shall control and manage the business and affairs of the Chapter.
- (b) May exercise all such powers and functions as may be exercised by the Chapter other than those powers and functions that are required by these Rules to be exercised by the members in General Meeting; and
- (c) Has power to perform all such acts and things as appear to the Board to be essential or appropriate for the proper management of the business and affairs of the Chapter.

12.2 Board Constitution

12.2.1 The Board shall consist of:

- (a) The President;
- (b) The Vice President;
- (c) The Secretary;
- (d) Director of Finance;

- (e) Director of Marketing
- (f) Director of Communications;
- (g) Director of Events;
- (h) Director of Professional Development;
- (i) Director of Membership;
- (j) Up to three (3) Directors at large;

each of whom shall be elected at an Annual General Meeting; and

- (k) The immediate past President (ex-officio) and the Public Officer (ex-officio).

12.2.2 The minimum size of the Board shall be nine (9) and the maximum shall be twelve (12) plus the immediate past President (if he or she has not been elected as a Director) plus the Public Officer (if he or she is not an elected Director).

12.3 Election of Directors

12.3.1 In accordance with PMI policies, practices, procedures, rules and directives, no funds or resources of PMI or the Chapter may be used to support the election of any candidate or group of candidates for PMI, Component or public office. No other type of organised electioneering, communications, fund-raising or other organised activity on behalf of a candidate shall be permitted. The Nominating Committee will be the sole distributor(s) of all election materials for Chapter elected positions.

12.3.2 The election shall be conducted by ballot to the eligible voting members of the Chapter by any method permitted by applicable law, including but not limited to voting in person or by proxy at the Annual General Meeting, postal, telephonic, or electronic voting processes, as the Board may determine is reasonable and appropriate to ensure the integrity of the voting process.

12.3.3 The return of a ballot directed to the Secretary authorizing and directing the Secretary to vote the ballot as marked shall be deemed a valid proxy. The member wishing to vote in this manner is responsible for securing a ballot and delivering it in time for the annual meeting as described herein.

12.3.4 Subject to the provision of Clause 12.4 (Schedule of Rotation) Directors shall be elected for a period of two (2) years.

12.3.5 The Board of Directors will elect the Chapter Officers and Portfolio Directors at the first Board Meeting after the Annual General Meeting (AGM). Chapter Officers and Portfolio Directors will serve for a period of one (1) year,

commencing from the date of the first Board meeting after the AGM until the date of the first Board meeting after the following year's AGM.

12.4 Schedule of Rotation

- 12.4.1 Directors will be elected for a period of two (2) years where a 'year' is the period between two consecutive Annual General Meetings.
- 12.4.2 A Director may not hold office for more than six (6) consecutive years. After the sixth year, the member must stand down for a minimum of one (1) year before being again eligible for election.
- 12.4.3 An Officer or Director may not hold the same portfolio or office for more than two (2) years.
- 12.4.4 A minimum of fifty percent (50%) of the available board positions will be open for election at each Annual General Meeting. Where less than fifty percent (50%) vacancies exist by virtue of the application of these Rules, the Board by resolution must determine which other Directors will stand down. Any Director who is stood down may stand for re-election.

12.5 Casual Vacancy

- 12.5.1 The President, with the majority approval of the Board, may appoint a member to fill any casual vacancy.
- 12.5.2 The term of any appointed Director or Officer will expire at the next Annual General Meeting.
- 12.5.3 Appointed Directors and Officers will have the same rights, obligations and privileges as elected Directors and Officers but may not vote on resolutions of the Board.

12.6 Vacancy on the Board

- 12.6.1 Grounds for termination of position of Director

For the purposes of these Rules, the office of a Director becomes vacant if the Director:

- 12.6.1.1 Ceases to be a member;
- 12.6.1.2 Becomes an insolvent under administration within the meaning of the Corporations Law;
- 12.6.1.3 Resigns his office by notice in writing given to the Association;
- 12.6.1.4 Dies or becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- 12.6.1.5 Is suspended or expelled from the Association;

- 12.6.1.6 Is prohibited from being a director of a company under the Act or the Corporations Act 2001; or
- 12.6.1.7 Fails to attend three (3) consecutive meetings of the Board without having previously obtained leave of absence or provided reasonable excuse for his absence from such meetings.
- 12.6.2 Removal of Director by Members
- 12.6.2.1 Subject to Rule 12.6.2.2, the Association in a General Meeting may by resolution remove any Director before the expiration of his term of office and appoint another Member to hold office in his stead until the expiration of the term of the first mentioned Director.
- 12.6.2.2 The Director to whom a proposed resolution referred to in Rule 12.6.2.1 applies, shall be given reasonable notice (in writing) of the proposed resolution by the Secretary, and shall be given the opportunity to make submissions (verbally or in writing) to the General Meeting. Any written representations (of reasonable length) shall, if requested by the relevant Director not less than seven (7) days before the General Meeting, be sent to the members or circulated at the General Meeting, and if they are not so sent, the Director may require that they be read out at the meeting, and the representations shall be so read.

12.7 Alteration of Statement of Purposes and Rules

Subject to the Registrar of Incorporated Associations granting permission as provided in S29 of the Associations Incorporation Act, such resolution shall be voted on by an electronic ballot of all eligible members, after all other provisions of the Act such as notice period and content of a Special Resolution have been met.

13. NOMINATING COMMITTEE

13.1 Nominations Committee

- 13.1.1 The President, with the approval of the Board by majority, shall appoint a Nominating Committee consisting of five (5) members of the Chapter in good financial standing, including the immediate past President.
- 13.1.2 The Nominating Committee shall be chaired by the immediate past President, or if he is not available, by a Member in good financial standing, appointed by the President.
- 13.1.3 The Nominating Committee shall:
- (a) Identify individuals qualified to become members of the Board;
 - (b) Solicit candidates interested in serving as officers of the Board;
 - (c) Determine their eligibility;
 - (d) Select and recommend eligible candidates;
 - (e) Conduct the election of persons to the Board;

- 13.1.4 No member of the Nominating Committee shall be included in the selection of nominees prepared by this committee.
- 13.1.5 The Nominating Committee shall set criteria for the evaluation and selection of candidates.
- 13.1.6 The criteria for the evaluation and selection of candidates, used by the Nominating Committee shall include the following set of expected characteristics:
- (a) Willingness and experience to serve others;
 - (b) An eligible PMI member in good standing for the past two (2) consecutive years;
 - (c) An appreciation of the value of the profession served by PMI;
 - (d) Experience as a volunteer or volunteer leader;
 - (e) Experience of performing governing duties to meet legal and regulatory requirements inherent in the fiduciary oversight role of a board;
 - (f) Willingness, experience and appreciation of working in a collaborative, collegial, respectful, and productive way with people having diverse backgrounds and viewpoints;
 - (g) Visionary strategic thinking capability to be able to understand the interests of diverse stakeholders, to assess the impacts of environmental and marketplace trends, and then to translate those interests and impacts into strategy;
 - (h) Experience of assisting in transformational change driven by strategic issues.
- 13.1.7 Decline of Candidacy
- (a) A candidate may withdraw their nomination by notifying the Nominating Committee in writing.
- 13.1.8 The Nominating Committee shall present its final candidate recommendations to the Chapter membership no less than fourteen (14) days prior to the election and prepare an election ballot for use at the election.

14. CHAPTER OFFICER ROLES

The roles and responsibilities of officers will be reviewed on an annual basis by the Chapter Board for consistency with Melbourne Chapter objectives and modified accordingly by a simple majority decision of the Board. The following descriptions of the roles and responsibilities of officers should be regarded ONLY as an indication of the positions and activities entailed, and

not as the totality of activities for each role. The Chapter Handbook shall contain a full description of the roles and responsibilities of the Chapter Officers.

14.1 President

The President of the Chapter shall act as Chairperson of the Board of Directors. The President will be responsible for the overall functioning of the Chapter, assuring that the Chapter Board works together as a team, dedicated to achieving the Chapter vision, mission and objectives as detailed in the Chapter Rules and Charter.

14.2 Vice President/Chief Operating Officer

The Vice President/Chief Operations Officer serves to support the President and shall assume the President's responsibilities if the President cannot fulfill the responsibilities for any reason. He/she will perform all aspects of the role of Chief Operations Officer for the Chapter. This is to include the detailed oversight of the operational activities conducted by the Chapter and Directors.

14.3 Secretary

The Secretary is responsible for the administrative aspects of the Chapter, including the oversight of those assigned to the Executive Officer, where appointed. The secretary is to maintain a permanent file of all Board Meeting minutes.

14.4 Director of Finance (Treasurer)

The Director of Finance (Treasurer) is responsible for the solicitation of input from Board Members for development of financial goals and objectives for the Chapter, the preparation of an annual Budget, effective cost control of the Chapter's finances, as well as the collection and disbursement of all Chapter monies and reporting requirements by regulation and law.

14.5 Director of Marketing

The Director of Marketing is responsible for developing and implementing strategies that pro-actively market and promote the Chapter and PMI and project management in general.

14.6 Director of Communications

The Director of Communications is responsible for the solicitation from the Board and chapter membership of materials for publication and managing communications with Chapter membership and the broader project management community in the Chapter's area of operation.

14.7 Director of Events

The Director of Events is responsible for the development and delivery of events relating to project management for each scheduled Chapter meeting and for the smooth operation and co-ordination of Chapter activities. The content of these events is to be

consistent and in accordance with the objectives of the Chapter and approved by the Chapter Board.

14.8 Director of Professional Development (and Education)

The Director of Professional Development (and Education) is responsible for promoting Project Management professionalism through the various PMI Certification programs and the Continuing Certification Requirements Program (CCRP).

The Director of Professional Development (and Education) is responsible for promoting Project Management skills development through the development of educational publications, courses, seminars, and workshops designed to assist with the personal development of project managers.

14.9 Director of Membership

The Director of Membership is responsible for the development and maintenance of Chapter membership.

14.10 Director at Large

The Director at Large is responsible for various special assignments and assisting the other Chapter's Directors in planning and managing their portfolios.

14.11 Immediate Past President (ex-officio)

The Immediate Past President (IPP) is an ex-officio Officer of the Chapter. He/she may chair the Nominating Committee responsible for preparing the selection of candidates for election as Officers for the succeeding year. They may represent the Chapter on the Australian PMI Council (APC) and as a member of the APC at scheduled meetings and serve on any APC Sub Committees that may be established to form policy for the APC.

14.12 Public Officer (ex-officio)

The Public Officer shall be a Chapter Board Member appointed by the Board to meet the requirements for incorporated bodies. Except as otherwise provided by these Rules, the Public Officer must keep in his or her custody, or under his or her control, all records, books and other documents relating to the Chapter.

15. BOARD MEETINGS

15.1 Purpose

Regularly scheduled business meetings shall be convened by the Board to perform the leadership function of the Melbourne Chapter. This governance function shall provide focus on the identified objectives of the Melbourne Chapter as detailed in the Melbourne Chapter Rules. Any Director can convene a meeting of Directors at any time, but must provide at least seven (7) days notice of the meeting.

15.2 Time

The Board of Directors shall convene business meetings at least six (6) times per year with the maximum period between meetings not to exceed ten (10) weeks. The date and time of each meeting will be determined by the Board.

15.3 Location

The Board of Directors shall select the location of the regular Board Meetings. The location and date of the subsequent Board Meeting will be announced at the current Board Meeting.

15.4 Quorum

A quorum of the Board of Directors shall be a minimum of fifty percent (50%) of the Board of Directors, and is required for the transactions of all official Melbourne Chapter business requiring a vote.

15.5 Chairperson

The President shall perform the role of Chairperson of the Chapter Board Meetings. If the Chairperson is not present within ten (10) minutes after the meeting was to commence, or is unwilling to chair the meeting, another director is to be elected as Chairperson of that meeting.

15.6 Minutes of Meetings

All minutes of proceedings at meetings must be prepared and distributed within seven (7) days of the meeting.

When preparing a minute:

15.6.1 Not all discussion from a meeting is recorded; however, all resolutions passed and all amendments proposed but defeated are recorded.

15.6.2 Resolutions should be recorded by stating that “It was resolved that...”

15.6.3 Other matters should be recorded as statements of fact.

15.7 Decision Process

The decisions of directors are taken by a majority of Directors present and voting. It follows from this that Directors’ decisions do not have to be unanimous. A Director who strongly disagrees with a majority decision should ensure that his/her dissent is registered in the minutes. In an extreme case, the Director may feel compelled to resign. Directors who dissent from the majority view are still bound by, and responsible for, that decision.

15.8 Proxies

A proxy is a person authorised by a Director to attend, speak and vote on his/her behalf, unless otherwise stated by the Rules, a proxy Director is entitled to notice of

meetings and can attend and vote at meetings in place of his/her appointer. The proxy need not be a member of the Board, but must be a member of the Chapter. Proxies must be nominated in writing to the Secretary or the Chair, prior to the Board Meeting.

15.9 Delegation of Powers

The Directors may delegate defined elements of their responsibilities to either Board Committees or Sub Committees chartered pursuant to Rule 17.

Powers exercised by the Board Committees are deemed to be exercised by the Board as a whole, so it is important for any Director who is not a member of a committee to keep informed of that committee's activities and decisions.

The procedures for subcommittees are described in Rule 17.

16. CHAPTER MEETINGS

- 16.1 The Board shall convene and conduct Chapter meetings (events) according to a predetermined schedule.
- 16.2 The schedule shall be determined and managed in the manner defined in the Chapter Handbook.
- 16.3 The purpose of the Chapter events will be to emphasise programs that further objectives of the Chapter and the Project Management Institute and may include information sessions, presentations, networking events, training conferences and any other event the Board or its delegated Sub Committee deem appropriate.

17. SUB COMMITTEES

The Board shall have the power to appoint members of the Chapter to form a Sub Committee.

- 17.1 To meet the needs of the Chapter, the Board may elect to form Sub Committees, consisting of Chapter Officers and other Chapter members. The Board shall establish a charter for each Sub Committee, which defines its purpose, authority and outcomes.
- 17.2 The Sub Committee(s) shall have no legislative nor managerial authority, except as directed by the Board and defined in the Sub Committee charter.
- 17.3 The Board at its sole discretion may revoke or amend any Sub Committee charter at any time.
- 17.4 Sub Committee meetings may be called or conducted by individual members or groups of members at any time or place as long as approval of the meeting is obtained from the Director responsible for the Sub Committee. Minutes of Sub Committee meetings are to be distributed to the Board within seven (7) days of the meeting.
- 17.5 Sub Committee members may be elected to Sub Committees at the Annual General Meeting or may be appointed by the Board. Sub Committee members may be invited to be present at Board Meetings. However, they shall not be entitled to a vote at such meetings.

18. FINANCE

18.1 Financial Control

Financial control shall be as set forth in the Melbourne Chapter Rules.

18.2 Dissolution

18.2.1 In the event of the dissolution of the Melbourne Australia Chapter, the Assets of the Chapter, after payment of all just, reasonable and supported debts, consistent with applicable law, shall be dispersed to a charitable organisation, PMI, or any entity having objects similar to the Chapter's objects as designated by the voting membership of the Melbourne Chapter.

18.2.2 In the event that the Melbourne Chapter or its governing officers failed to act according to these Rules and/or Melbourne Chapter's or PMI policies, procedures, and rules outlined in the charter agreement, PMI has a right to dissolve the Melbourne Chapter.

18.2.3 In the event the Melbourne Chapter fails to deliver value to its members as outlined in Melbourne Chapter's business plan without mitigated circumstance, the Chapter acknowledges that PMI has a right to dissolve the Melbourne Chapter, as per the terms of the Charter.

18.2.4 In the event the Melbourne Chapter is considering dissolving, the Melbourne Chapter, the members of the Board of Directors must notify PMI in writing and follow the component dissolution procedure as defined in PMI's policy.

18.3 Fiscal Year

The fiscal year of the Melbourne Chapter shall be from January 1 to December 31, which is the same as that of the Project Management Institute.

18.4 Budget

The proposed budget shall be created annually and recommended by the Director of Finance to the Board of Directors for approval.

18.4.1 The annual budget for the succeeding year shall be submitted in draft form not later than the Board of Directors meeting schedule immediately prior to the end of the financial year.

18.5 Financial Control

Accounting for the finances of the Melbourne Chapter shall conform in general to the appropriate Australian recommended practices of accounting.

18.5.1 The Director of Finance shall submit periodic statements of account to the Board of Directors.

18.5.2 The Chapter shall set Chapter dues and communicate any changes in the Chapter dues amount to PMI Headquarters by the designated due date.

18.6 Expenditures

The Director of Finance except as otherwise provided in the Rules or documented herein, shall handle expenditures.

- 18.6.1 Individual Board Members may have authority to expend amounts of money in the execution of their specific job responsibilities.
- 18.6.2 In all cases, expenditures shall be made in accordance with the approved budget.
- 18.6.3 The expenditures must not exceed the Director's approved budget by more than ten (10) per cent, except with the approval of the Board of Directors.

18.7 Fees and Dues

Annual Chapter fees for members and student members shall be as set by the Chapter Board of Directors.

- 18.7.1 Membership privileges for new members shall commence on the day of acceptance by the Project Management Institute and payment of the Project Management Institute and Melbourne Chapter dues for the current year.
- 18.7.2 Bills for annual fees/dues for the Project Management Institute and the Melbourne Chapter are mailed to members and student members prior to the anniversary date by the Project Management Institute, and are due on the anniversary date.
- 18.7.3 Members in arrears will be contacted by the Chapter.

18.8 Sources of Finance

The Melbourne Chapter shall obtain, but not be limited to, the following sources of finance for the operations of the Melbourne Chapter:

- 18.8.1 Chapter membership dues received from the Project Management Institute.
- 18.8.2 Fund-raising activities in keeping with the mission and objectives of the Melbourne Chapter and the Project Management Institute.
- 18.8.3 Other sources of revenue approved by a decision of the Board of Directors.

18.9 Bank Account Signature Authority

Signatories to the Melbourne Chapter bank accounts will be decided by a resolution of the incoming Board.

- 18.9.1 A minimum of three (3) directors must be registered with the Chapter's bank(s) at any time.
- 18.9.2 Any two (2) of the signatories must sign all Melbourne Chapter financial transactions requiring a cheque or transfer of funds from the Melbourne Chapter accounts.

- 18.9.3 A detailed financial transaction log will be maintained by the Director of finance and will be made available to any Board Member, Chapter Member or representatives of the Project Management Institute on request.

19. COMMON SEAL

- 19.1 The Common Seal of the Melbourne Chapter shall be kept in the custody of the Director of Finance.
- 19.2 The Common Seal shall not be affixed to any instrument except by the authority of the Board of Directors and the affixing of the Common Seal shall be attested by the signatures either of two Directors or of one Director and of the Public Officer of the Melbourne Chapter.

20. PUBLICATIONS AND RECORDS

- 20.1 The Melbourne Chapter Board of Directors will produce and maintain meeting minutes of all Board and Board Committee meetings that will document meeting proceedings, action items, and attendance and meeting schedule information.
- 20.2 The primary responsibility for the assurance of minute's creation, filing and distribution shall belong to the Secretary or Chair of a Board Committee.
- 20.3 Distribution of minutes will be to all Board of Director members, with requests for further distribution of minutes or other records considered on a case-by-case basis and only if made in writing to the Secretary.
- 20.4 Sub Committees will produce and maintain meeting minutes as required by the terms of their charter.
- 20.5 A Melbourne Chapter newsletter will be produced regularly to support the objectives of the Melbourne Chapter and the Project Management Institute.
- 20.6 Other recurring or one-time publications intended for distribution to the Melbourne Chapter membership will be authorised by the Board of Directors.
- 20.7 The editorial policies of the publications will be directed by the Board of Directors and implemented by the appropriate Director.

21. CUSTODY AND INSPECTION OF BOOKS AND RECORDS

21.1 Custody of Books

Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Melbourne Chapter.

21.2 Inspection of Books

A member with the approval of the Chapter board, which approval will not be unreasonably withheld, at any reasonable time may inspect without charge the accounts, books, and securities and any other relevant documents of the Chapter save

that the Board may withhold approval if it is not satisfied that the member is acting in good faith and the inspection is for a proper purpose.

21.3 Copying of Records

A member with the approval of the Chapter Board, which approval will not be unreasonably withheld, at any reasonable time may make a copy of the accounts, books, and securities and any other relevant documents of the Chapter save that the Board may withhold approval if it is not satisfied that the member is acting in good faith and the inspection is for a proper purpose.

22. LIMITATIONS AND CONFLICTS OF INTEREST

22.1 Confidentiality Agreements

All Melbourne Chapter Board members, Chairpersons of Specific Interest Groups (SIGs) and Board appointed Sub Committee members who may attend Board Meetings, shall be required to complete a Confidentiality Agreement within one (1) month of their appointment. The Confidentiality Agreement and related policies and procedures shall be documented in the Chapter Handbook.

22.2 Pecuniary Gain or Benefit

22.2.1 No member of the Melbourne Chapter shall receive any pecuniary gain or profit, incidental or otherwise, from its activities, except that the Melbourne Chapter shall be authorised to pay reasonable compensation for services rendered and make payments in furtherance of the purposes set forth in this Rule.

22.2.2 No officer, Director, appointed committee member or authorised representative of the Melbourne Chapter shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorise payment by the Melbourne Chapter of actual and reasonable expenses incurred by an officer, Director, committee member or authorised representative regarding attendance at Board Meetings and other approved activities.

22.3 Contracts and Transactions

22.3.1 Melbourne Chapter may engage in contracts or transactions with members, appointed committee members or authorised representatives of Melbourne Chapter and any corporation, partnership, association or other organisation with which one or more of Melbourne Chapter's Directors, officers, appointed 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 of Directors 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 Directors who do not have an interest in the transaction or contract;
- (c) The contract or transaction is fair to Melbourne Chapter and complies with the laws and regulations of the applicable jurisdiction in which the Melbourne Chapter is incorporated or registered at the time the contract or transaction is authorised, approved or ratified by the Board of Directors.

22.4 Permitted Activity

The Melbourne chapter shall not carry on any activity not permitted by any Federal or State statute in Australia.

22.5 Independence

All officers, Directors, appointed committee members and authorised representatives of the Melbourne Chapter shall act in an independent manner consistent with their obligations to the Melbourne Chapter and applicable law, regardless of any other affiliations, memberships, or positions.

22.6 Interest and Affiliations

All officers, Directors, appointed committee members and authorised representatives shall disclose any interest or affiliation they may have with any entity or individual with which the Melbourne Chapter 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.

22.7 Purpose and Activities

The purposes and activities of the Melbourne Chapter shall be subject to limitations set forth in the charter agreement, these Rules, and conducted consistently with Melbourne Chapter Articles of Incorporation.

23. INDEMNIFICATION

- 23.1 In the event that any person who is or was an officer, Director, committee member, or authorised representative of the Melbourne Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the Melbourne Chapter, 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.

- 23.2 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 Rules.
- 23.3 To the extent permitted by applicable law, the Melbourne Chapter may purchase and maintain liability insurance on behalf of any person who is or was a Director, officer, employee, trustee, agent or authorised representative of the Melbourne Chapter or is or was serving at the request of the Melbourne Chapter as a Director, office, employee, trustee, agent or representative of another corporation, domestic or foreign, non-profit or for-profit, partnership, joint venture, trust or other enterprise.

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Appendix 1 – Application for Membership

APPLICATION FOR MEMBERSHIP

I,.....
(Name)

of.....
(Address)

hereby apply for acceptance as a member of the Melbourne Chapter.

In the event of admission as a member, the Applicant agrees to be bound by the purposes, rules, regulations, policies and directives, of the Chapter for the time being in force.

Signed.....

Date.....

Appendix 2 – Proxy Form Under Rule 11.8.2(a)

**FORM OF APPOINTMENT OF PROXY FOR MEETING OF THE PMIMELBOURNE
CHAPTER CONVENED UNDER RULE 11.8.2(a)**

PMI Membership Number.....

I,.....
(Name)

of.....
(Address)

being a member of the Project Management Institute Melbourne Australia Chapter Inc,
appoint.....
(Name)

of.....
(Address)

being a member of the Project Management Institute Melbourne Australia Chapter Inc, as my
proxy to vote for me on my behalf at the appeal to the general meeting of the Project
Management Institute Melbourne Australia Chapter Inc convened under Rule..... to be held
on:

and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf at their discretion in respect of the following
resolution (insert details of resolution passed under Rule 11.8.2(a)).

Signed.....

Date.....

Appendix 3 – Proxy Form

FORM OF APPOINTMENT OF PROXY

PMI Membership Number.....

I,.....
(Name)

of.....
(Address)

being a member of the Project Management Institute Melbourne Australia Chapter Inc,
appoint.....
(Name)

of.....
(Address)

being a member of the Project Management Institute Melbourne Australia Chapter Inc, as my proxy to vote for me on my behalf at the Annual General Meeting of the Project Management Institute Melbourne Australia Chapter Inc to be held on:

In the event that I do not specify a proxy, or failing the person so named, I understand that the President of the Project management Institute Melbourne Australia Chapter Inc will act as my proxy with the following directions or, if no directions have been given, as the proxy as the President sees fit at the Annual General Meeting.

My proxy is authorised to vote as follows (insert details of resolution):

Signed.....

Date.....