



Rules of the PMI – Queensland Chapter Inc

(Incorporation Number IA33522)

Document Information

Revision History

Version	Date	Updated By	Summary Of Changes
0.1	31/03/04	Doug Wyeth	Document Creation for Circulation and Comment to Board Members
0.2	31/03/04	Doug Wyeth	Changes to align with Office of Fair Trading common rules for association.
1.0	18/08/04	Doug Wyeth	Final Version for Members Voting
1.1	2/8/06	David Rogers	Review and corrections
1.2	10/10/06	David Rogers	Change title from Bylaws to Rules to conform with the Act. Amendments to notice period for meetings, date of effect of Officer appointments, and various minor clarifications. For review by Board
1.3	13/10/06	David Rogers	Version presented to AGM 29 Nov 06 for approval
2.0	29/11/06	David Rogers	Final as approved at AGM
3.0	10/10/07	Doug Wyeth	Amendments as required by Office of Fair Trading
3.1	16/10/09	David Rogers	Amendments as required by PMI GOC Amendments to align with revised Act and Regulations Review by PMI GOC
3.2	27/10/09	David Rogers	Further amendments as required by PMI GOC Version presented to AGM 18 Nov 09 for approval
4.0	18/11/09	David Rogers	Final as approved at AGM
4.1	17/3/10	Bob Hartley	Amendments to Article IX Section 4 and Article XIII Section 1 (1) to comply with the Act, by Special Resolution at a General Meeting held 17 March 2010
4.2	23/3/11	Bob Hartley	Amendments to Article VIII, Section 6 to allow the Chapter to pay accounts by Electronic Funds Transfer, by Special Resolution at a General Meeting held 23 March 2011

Scope:

This document contains the Rules of the PMI – Queensland Chapter Inc (Incorporation Number IA33522), in compliance with the *Associations Incorporation Act 1981 (Qld)* (“the Act”) (25 Nov 08 reprint), and should be read in conjunction with the Act and the *Associations Incorporation Regulation 1999 (Qld)* (“the Regulation”) (1 Jul 09 reprint)

A word or expression that is not defined in these rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

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If a matter is not provided for under these Rules but the matter is provided for under a provision of the Model Rules (Schedule 3 of the Regulation), these rules are taken to include the additional provision.

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Article I – Name, Principal Office and Relationship to PMI:

Section 1:

This organization shall be called the PMI - Queensland Chapter Incorporated (hereinafter “the Qld Chapter”). This organization is a Chapter chartered by the Project Management Institute, Incorporated (hereinafter “PMI[®]”). The Qld Chapter was separately incorporated on 3 Dec 2004 as a not for profit corporation organized under the laws of the State of Queensland, Australia.

Section 2:

The principal office of the Qld Chapter shall be located in the State of Queensland of Australia, at the place of residence of the Secretary of the Chapter.

Section 3:

The Qld Chapter is responsible to the duly elected PMI[®] Board of Directors and is subject to all PMI[®] policies, procedures, rules and directives lawfully adopted.

Section 4:

The Qld Chapter shall meet all legal requirements in the jurisdiction(s) in which the Qld Chapter conducts business or is incorporated/registered.

Section 5:

The Rules of the Qld Chapter may not conflict with the current PMI[®]'s Bylaws and all policies, procedures, rules or directives established or authorized by the PMI[®] Board of Directors as well as with the Qld Chapter's Charter with PMI[®].

Section 6:

The terms of the Charter executed between the Qld Chapter and PMI[®], including all restrictions and prohibitions, shall take precedence over these Rules and other authority granted hereunder.

Article II - Purpose:

Section 1:

General Purpose. The Qld Chapter has been founded as non-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.

Specific Purposes. Consistent with the terms of the Charter executed between the Qld Chapter and PMI[®] and these Rules, the purposes of the Qld Chapter shall include the following:

- **support** the project management community of Queensland by providing an environment for the exchange of knowledge and ideas
- promote the use of PMI[®] **concepts and methods** within Queensland organisations
- facilitate **education** for the purpose of increasing the level of project management expertise and PMI[®] accreditation within Queensland organisations
- **promote** the project management profession across Australia, in conjunction with other Australian PMI[®] Chapters

Article III - Membership:

Section 1:

Membership in this organization is voluntary and shall be open to any eligible person interested in furthering the purposes of the organization. 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 disability.

Section 2:

Membership in the Qld Chapter requires membership in PMI[®]. The Qld Chapter shall not accept as members any individuals who have not been accepted as PMI[®] members, and shall not create its own membership categories.

Section 3:

Only members in good standing of PMI[®] and the Qld Chapter are able to vote or hold office in the Qld Chapter.

Section 4:

Members shall be governed by and abide by the PMI[®] Bylaws and by the Qld Chapter Rules and all policies, procedures, By-laws and directives lawfully made thereunder.

Section 5:

All members shall pay the required PMI[®] and Qld Chapter membership dues to PMI[®] and in the event that a member resigns, membership dues shall not be refunded by PMI[®] or the Qld Chapter.

Section 6:

Membership in the Qld Chapter shall terminate upon the member's resignation, failure to pay dues or expulsion from membership for just cause.

Section 7:

Members who fail to pay the required dues for one (1) month shall be delinquent and their names removed from the official membership list of the Qld Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI[®] and the Qld Chapter to PMI[®].

Section 8:

Upon termination of membership in the Qld Chapter, the member shall forfeit any and all rights and privileges of membership.

Section 9:

The membership database and listings provided by PMI[®] to the Qld Chapter is the official register of members and their contact details.

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The membership database and listings may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the Qld Chapter, consistent with PMI® policies.

Section 10:

A person, whose membership has been terminated, may give the secretary written notice of the person's intention to appeal against the decision.

A notice of intention to appeal must be given to the secretary within 1 month after the person receives written notice of the decision.

If the secretary receives a notice of intention to appeal, the secretary must, within 3 months after the day of receipt, call a general meeting to decide the appeal.

At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be terminated.

Also, the Chapter Board and Board members who terminated the membership must be given an opportunity to show why the membership should be terminated.

An appeal must be decided by a vote of the members present at the meeting.

Article IV – Officers:

Section 1:

The Qld Chapter shall have at least eight (8) elected officers to serve on the Board of Directors (Board) in the following positions: President, Vice President, Secretary, Treasurer, and other roles which may be defined in Qld Chapter ByLaws. The number of officers required will be determined by the Board from time to time commensurate with work required to provide Member services. Newly created positions shall be filled by election. All officers shall be members in good standing of PMI® and of the Qld Chapter.

The officers will serve two (2) year terms of office, limited to two consecutive terms in the same position, and no more than four consecutive terms on the Board in general. Terms will be staggered so that at least four of the officers are elected each year. In one year the positions of President and Vice President shall be elected and in the alternate year the positions of Secretary and Treasurer shall be elected.

Section 2:

The President shall be the chief executive officer for the Qld Chapter and of the Board, and shall perform such duties as are customary for presiding officers, including making all required appointments with the approval of the Board. The President shall also serve as a member ex-officio with the right to vote on all committees except the Nominating Committee.

Section 3:

The Secretary shall keep the records of all business meetings of the Qld Chapter and meetings of the Board.

Section 4:

The Treasurer shall oversee the management of funds for duly authorized purposes of the Qld Chapter.

Section 5:

The Vice President shall serve as a substitute for the President and assume the President's responsibilities if the elected President cannot fulfil the responsibilities for any reason. The Vice President shall become President if that office becomes vacant.

Section 6:

Officers shall be assigned other roles as defined in the Qld Chapter By-laws. Officers may be assigned multiple roles.

Article V – Board of Directors:

Section 1:

The Qld Chapter shall be governed by a Board of Directors (Board). The Board shall be responsible for carrying out the purposes and objectives of the not for profit corporation.

Section 2:

The Board shall consist of the officers of the Qld Chapter.

Section 3:

The Board shall exercise all powers of the Qld Chapter, except as specifically prohibited by these Rules, the PMI[®] Bylaws and policies, and the laws of the jurisdiction in which the organization is incorporated/registered. The Board shall be authorized to adopt and publish such policies, procedures and rules as may be necessary and consistent with these Rules and PMI[®] Bylaws and policies, and to exercise authority over all Qld Chapter business and funds.

The Board may make, amend or repeal Chapter By-laws, not inconsistent with these Rules, for the internal management of the Qld Chapter. A Chapter By-law may be set aside by a vote of members at a general meeting of the Qld Chapter.

Section 4:

The Board must meet at least once every 4 months to exercise its functions.

At a Board meeting, more than 50% of the members elected to the Board as at the close of the last general meeting of the members form a quorum.

Section 5:

The Board may declare an officer position to be vacant where an officer ceases to be a member in good standing of PMI[®] or of the Qld Chapter by reason of non-payment of dues, or where the officer fails to attend two (2) consecutive Board meetings. An officer may resign by submitting written notice to the President or Secretary. 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.

Section 6:

An officer may be removed from office for just cause in connection with the affairs of the organization by a two-thirds (2/3) vote of the members present in person at an official meeting of the membership, or by a two-thirds (2/3) vote of the Board.

Section 7:

If any officer position becomes vacant, the Board may determine by majority vote and appoint a successor to fill the office for the unexpired portion of the term for the vacant position. In the event the President is unable or unwilling to complete the current term of office, the Vice President shall assume the duties and office of the presiding officer for the remainder of the term.

Article VI – Nominations and Elections:

Section 1:

The nomination and election of officers shall be conducted annually in accordance with the terms of office specified in Article IV, Section 1 and Article V, Section 2. All voting members in good standing of the Qld Chapter 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.

Section 2:

Candidates who are elected shall take office on the earlier of the first day of the month following their election and the next scheduled Board meeting, and shall hold office for the duration of their terms or until their successors have been elected and qualified.

Section 3:

A Nominating Committee shall prepare a slate containing nominees for each Board position and shall determine the eligibility and willingness of each nominee to stand for election. Candidates for Board positions may also be nominated by petition process established by the Nominating Committee or the Board. Elections shall be conducted during the Annual General Meeting of the membership with members in good standing voting in person at the meeting or by secure mail ballot received at least 24 hours prior to the meeting. The candidate who receives a majority of votes cast for each office shall be elected. Ballots shall be counted by the Nominating Committee or by tellers designated by the Board.

Section 4:

No current member of the Nominating Committee shall be included in the slate of nominees prepared by the Nominating Committee.

Section 5:

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

Article VII – Committees:

Section 1:

The Board may authorize the establishment of standing or temporary committees to advance the purposes of the organization. The Board shall establish a charter for each committee, which defines its purpose, authority and outcomes. Committees are responsible to the Board.

Section 2:

All committee members and a chairperson for each committee shall be appointed by the President with the approval of the Board. Committee members shall be appointed from the membership of the organization.

Article VIII - Finance:

Section 1:

The fiscal year of the Qld Chapter shall be from 1 July to 30 June.

Section 2:

Annual membership dues shall be set by the Board and communicated to PMI® in accordance with policies and procedures established by PMI®.

Section 3:

The Board shall establish policies and procedures to govern the management of its finances and shall submit required tax filings to appropriate government authorities.

Section 4:

All dues billings, dues collections and dues disbursements shall be performed by PMI®.

Section 5:

The funds of the Chapter must be kept in an account in the name of the Chapter in a financial institution decided by the Board.

Section 6:

Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Chapter.

All amounts must be deposited in the financial institution account as soon as practicable after receipt.

- (1) A payment by the association of \$100 or more must be made by cheque or electronic funds transfer (EFT). For a payment of \$100 or more, the cheque or EFT must be signed (in the case of a cheque) or authorised (in the case of EFT) by any two (2) of the following –
 - a. the president,
 - b. the secretary,
 - c. the treasurer,
 - d. any 1 of 3 other members of the Chapter who have been authorised by the Board to sign cheques issued by the Chapter.
- (2) However, one (1) of the persons who signs the cheque or authorises the EFT must be the president, the secretary or the treasurer.

A Petty Cash account must be kept on the imprest system, and the Board must decide the amount of petty cash to be kept in the account.

All expenditure must be approved or ratified at a Board meeting.

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The Treasurer must, as soon as practicable after the end of each financial year, ensure a statement containing the following particulars is prepared:

- (a) The Qld Chapter's income and expenditure for the financial year just ended;
- (b) The Qld Chapter's assets and liabilities at the close of the year;
- (c) The mortgages, charges and securities affecting the property of the Qld Chapter at the close of the year.

The auditor must examine the statement prepared as detailed in Section 6 and present a report about it to the Secretary before the next Annual General Meeting following the financial year for which the audit was made.

The income and property of the Qld Chapter must be used solely in promoting the Chapter objectives and exercising the Chapter's powers.

Article IX – Meetings of the Membership:

Section 1:

An annual general meeting must be held

- a) At least once each year; and
- b) Within 6 months after the end date of the Chapter's fiscal year.

Section 2:

Special meetings of the membership may be called by the President, by a majority of the Board, or by petition of ten percent (10%) of the voting membership directed to the President.

Section 3:

Notice of all annual and special meetings shall be sent by the Secretary to all members at least twenty-one (21) days in advance of the meeting. Such notice shall normally be provided by email; sending email to the primary address recorded in the members register shall be sufficient notice, regardless of whether the address is current or the email is opened. Notwithstanding the normal use of email, the Board may decide the way in which the notice must be given.

Action at such meetings shall be limited to those agenda items contained in the notice of the meeting.

Section 4:

At a general or special meeting the a quorum is at least the number of members elected or appointed to the Board at the close of the last general meeting, plus one (1).

No business may be conducted at a general meeting unless a quorum of members is present when the meeting proceeds to business.

Section 5:

All meetings shall be conducted according to parliamentary procedures determined by the Board. The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each board meeting and general meeting are entered in a minute book.

The Secretary must ensure the minute book for each general meeting is open for inspection at all reasonable times by any financial member who previously applies to the secretary for the inspection.

Section 6:

To ensure the accuracy of the minutes recorded under Section 5:

- (a) The minutes of each Board meeting must be signed by the chairperson of the meeting, or the chairperson of the next Board meeting, verifying their accuracy; and

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- (b) The minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
- (c) The minutes of each Annual General Meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the Chapter that is a general meeting or Annual General Meeting, verifying their accuracy.

Section 7:

The Board must ensure the safe custody of books, documents, instruments of title and securities of the Qld Chapter.

Article X – Branches of the Qld Chapter

Section 1:

Establishing a Branch. Upon written permission granted by PMI® via the charter agreement, the Chapter shall be permitted to organize its members who reside in geographically limited areas in groups (hereinafter “Branch”) for the purpose of delivering its services locally. A Branch of Qld Chapter shall be governed by these Rules and shall conduct its business in compliance with Qld Chapter’s policies and procedures and its charter with PMI.

Section 2:

Geographic Area. Each Branch formed to service a defined geographic area will not extend its services beyond the geographic boundaries defined of the Chapter.

Section 3:

Distribution of Dues. All Qld Chapter dues and fees will be collected by PMI® on behalf of the Qld Chapter and will be forwarded to Qld Chapter. The Qld Chapter will allocate funds to the Branch in accordance to Qld Chapter’s policies and procedures. Branches shall not create their own membership or dues.

Section 4:

The Branch Chair shall either be a member of the Chapter’s Board of Directors, or be an Committee Chair and report into a Chapter Board member who oversees the Chapter’s Branch(es)

Section 5:

Limitations. Branches shall abide by the limitations consistent with the Chapter’s charter agreement with PMI®.

Article XI – Inurement and Conflict of Interest:

Section 1:

No member of the Qld Chapter shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the Qld Chapter, except as otherwise provided in these Rules.

Section 2:

No officer, appointed committee member or authorized representative of the Qld Chapter shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the Qld Chapter of actual and reasonable expenses incurred by an officer, committee member or authorized representative regarding attendance at Board meetings and other approved activities.

Section 3:

The Qld Chapter may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of the Qld Chapter and any corporation, partnership, association or other organization in which one or more of the Qld Chapter's officers, appointed committee members or authorized representatives are: officers, have a financial interest in, or are employed by the other organization, provided the following conditions are met:

- (1) 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;
- (2) The board in good faith authorizes the contract or transaction by a majority vote of the directors who do not have an interest in the transaction or contract;
- (3) The contract or transaction is fair to the Qld Chapter and complies with the laws and regulations of the applicable jurisdiction in which the Qld Chapter is incorporated or registered at the time the contract or transaction is authorized, approved or ratified by the board of directors.

Section 4:

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

Section 5:

All officers, appointed committee members and authorized representatives shall disclose any interest or affiliation they may have with any entity or individual with which the Qld 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.

Article XII - Indemnification:

Section 1:

In the event that any person who is an officer, committee member, or authorized representative of the Qld Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the Qld 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 organization is incorporated. Where the representative has been successful in defending the action, indemnification is mandatory.

Section 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.

Section 3:

To the extent permitted by applicable law, the Qld Chapter may purchase and maintain liability insurance on behalf of any person who is a director, officer, employee, trustee, agent or authorized representative of the Qld Chapter, or is or serving at the request of the Qld Chapter as a director, officer, employee, trustee, agent or representative of another corporation, domestic or foreign, not for profit or for-profit, partnership, joint venture, trust or other enterprise.

Article XIII- Amendments:

Section 1:

These Rules may be amended as follows:

(1) Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried with a 3/4 majority at a general meeting.

(2) Voting on such a resolution shall be by members, and proxies authorised in writing, in person at the meeting.

(3) Amendments may be proposed by the Board on its own initiative, or upon petition by ten percent (10%) of the voting members in good standing addressed to the Board. All such proposed amendments shall be presented by the Board with or without recommendation.

(4) An amendment, repeal or addition is valid only if it is registered by the chief executive of the Queensland Office of Fair Trading.

Article XIV – Execution of Contracts:

Section 1:

The Chapter may enter into contracts where approved by majority vote of the Board as recorded in the Minutes.

Written contracts shall be executed by at least two Board members, one of whom must be the secretary or treasurer, however the Board may authorise a Director to order supplies and services included within an approved budget without requiring a second signatory.

Where required by law, contracts shall be executed by Seal.

Section 2:

The Board must ensure the Chapter has a common seal.

The common seal must be:

- (a) Kept securely by the Board; and
- (b) Used only under the authority of the Board.
- (c) Each instrument to which the seal is attached must be signed the secretary or treasurer and countersigned by another member of the Board.

Article XV – Dissolution:

Section 1:

In the event that the Qld Chapter or its governing officers failed to act according to these Rules, its policies or all PMI[®] policies, procedures, and rules outlined in the charter agreement, PMI[®] has a right to dissolve the Qld Chapter.

Section 2:

In the event the Qld Chapter failed to deliver value to its members as outlined in the Chapter's business plan and without mitigated circumstance, the Qld Chapter acknowledges that PMI[®] has a right to dissolve the Chapter as per the terms of the Charter.

Section 3:

In the event the Qld Chapter is considering dissolving, the Chapter's members of the Board of Directors must notify PMI[®] in writing and follow the Qld Chapter dissolution procedure.

Section 4:

Should the Qld Chapter dissolve for any reason, its surplus assets shall be dispersed in accordance with the following requirements of the Regulation:

- (1) This rule applies if the association –
 - a. is wound-up under part 10 of the Act; and
 - b. has surplus assets
- (2) The surplus assets must not be distributed among the members of the Chapter
- (3) The surplus assets must be given to another entity -
 - a. having objects similar to the Chapter's objects; and
 - b. the rules of which prohibit the distribution of the entity's income and assets to its members

In this rule – **surplus assets** has the meaning given by section 92(3) of the Act:

“the assets after payment of the debts and liabilities remaining on a winding-up of the incorporated association and the costs, charges and expenses of the winding-up”