PROJECT MANAGEMENT INSTITUTE

MELBOURNE CHAPTER INCORPORATED

CHAPTER BYLAWS

These Bylaws are the rules of the Association for the purposes of the Associations Incorporation Reform Act 2012 in the State of Victoria

Version 5 – APPROVED

Approved by member ballot on 29 October 2025

Document Control

Contact for Enquiries and Proposed Changes

If you have any questions regarding this document, please contact:

Designation	Secretary, Project Management Institute Melbourne Chapter
Email Address	secretary@pmimelbourne.org

Revision History

Version No.	Version Date	Nature of Change	Author of change
4	29 October 2019	Version 4 approved at Special General Meeting	
5	29 October 2025	Document Control added. Formatting changed to allow for a dynamic Table of Contents Article 1 Section 1 corrected from not-for-profit to 'incorporated as an unincorporated entity organised under the laws of the State of Victoria in Australia' Section 3 New section for Single Membership amendments Article 4 Section 1 B modernised to be more inclusive D deleted sentence for compliance with single membership amendment: 'A member's resignation must be tendered in writing to an existing board member of the chapter.' E simplified and aligned delinquency definition with Single Membership requirements G simplified in accordance with Single Membership requirements to 'All Melbourne Chapter members in good	DS

		standing are eligible to vote on all matters presented to Chapter membership. In addition, all Melbourne Chapter members meeting the qualifications are eligible to run for and hold a Melbourne Chapter elected position.' Section 2 simplified to delete 'PMI Chapter membership categories shall be consistent with the PMI membership categories, which are: a) full members, and b) student members.' Section 3 amended to 'upon PMI Melbourne Chapter Board approval' and provisions to ensure compliance with the Privacy Act 1988. Section 4 Re-ordered and updated for compliance with 2023 Association Reform Rules, detailing Appeal Rights and Disciplinary Appeal procedures Section 5 Updated: Member member dispute – Appendix A PMI Code of Ethics applies Member and Board or Chapter Dispute – Appendix B PMI Chapter Conflict Resolution process applies Article 5 Section 2 amended with new paragraph to better define the transition between the old and the newly elected board 'The term of office for newly elected or reappointed Directors shall officially commence on the date of the first meeting of the Board of Directors of each calendar year. All voting rights shall transfer to the incoming Board of Directors as at the first motion at the first Board meeting of each calendar year. As of this time, all outgoing Directors shall cease to hold voting rights.'	

		Section 3 new paragraph to more precisely define the tie-breaking rights of the President Section 4 changed from 'usually fulfils' to 'The Secretary fulfils the role of Public Officer...' Section 7 clarified that 'The role of Immediate Past President shall be advisory in nature only.' Section 8 clarified to make the distinction between 'other Directors (with voting rights), and 'Directors At Large.' Section 15 – new section added 'Portfolio Election meeting' to provide more clarity around the Chair of the first official Board meeting of the year, and order of seniority. Section 16 – new section on tie-breaking procedures at the Board Office Bearer Meeting Section 17 – new section to clarify the transition of Presidential authority Article 6 Section 4 – more detail on the Nominating Committee requirements for avoidance of any perceived conflict of interest Article 8 Section 2 'Chapter Membership dues' updated for Single Membership requirements Article 9 Section 3 Changed quorum to lesser of 50 members or 5%, including proxies and present physically or virtually Section 4 Added new section on Proxies Article 11 Section 3 Engaging in contracts and transactions – previous section deleted and sections renumbered: PMI Global	

		ByLaws have a blanket prohibition on Directors contracting to PMI. The same applies to the Chapter Board of Directors. Article 14 Section 5 Added new section 'Unless superseded by law, dissolution of the Chapter entity must be approved a majority of the members voting on the motion to dissolve.'	

Contents

Document Control 2

Contact for Enquiries and Proposed Changes 2

Revision History 2

Contents 6

Glossary 10

Article 1 – Name, Principal Office, Other Offices. 12

Section 1. Name/Not-for-Profit Incorporation 12

Section 2. Legal Requirement 12

Section 3. Principal Office, Other Offices. 12

Article 2 – Relationship to PMI. 12

Section 1. Responsibility to PMI 12

Section 2. Bylaws. 12

Section 3. Terms of the Charter. 12

Article 3 – Purpose and Limitations of the Melbourne Chapter. 13

Section 1. Purpose of the Melbourne Chapter. 13

Section 2. Limitations of the Melbourne Chapter. 13

Article 4 – Melbourne Chapter Membership. 14

Section 1. General Membership Provisions. 14

Section 2. Classes and Categories of Members. 15

Section 3. Register of members. 15

Section 4. Disciplinary Action. 16

Section 5. Settling Disputes and Grievances. 19

Article 5 – Melbourne Chapter Board of Directors 20

Section 1. The Board. 20

Section 2. Board officers and terms of office. 20

Section 3. The President. 20

Section 4. The Secretary. 21

Section 5. The Treasurer. 21

Section 6. The Vice President. 21
Section 7. The Immediate Past President. 21
Section 8. Other board members. 21
Section 9. Minutes of board meetings. 22
Section 10. Board authority. 22
Section 11. Board meetings. 22
Section 12. Board vacancy. 23
Section 13. Board member removal. 23
Section 14. Appointment to a vacant position. 23
Section 15. Portfolio election meeting. 23
Section 16. Board Office Bearer meeting tie-breaking procedures. 24
Section 17. Transition of Presidential authority. 24
Article 6 – Melbourne Chapter Nominations and Elections. 25
Section 1. The nomination process. 25
Section 2. Elected candidate start and term. 25
Section 3. Nominee eligibility and elections. 25
Section 4. Board nominees and the Nominating Committee. 26
Section 5. Use of PMI funds and electioneering. 26
Article 7 – Melbourne Chapter Committees. 27
Section 1. Establishing committees. 27
Section 2. Committee members. 27
Article 8 – Melbourne Chapter Finance. 27
Section 1. The fiscal year. 27
Section 2. Chapter membership dues. 27
Section 3. Management of finances. 27
Section 4. Sources of Funds. 28
Article 9 – Meetings of the Membership. 28
Section 1. Annual meetings. 28
Article 10 – Branches of the Melbourne Chapter. 31

Section 1. Establishing a Branch. 31
Section 2. Geographic Area. 32
Section 3. Distribution of Dues. 32
Section 4. Management of the Branch. 32
Section 5. Branch limitations. 32
Article 11 - Inurement and Conflict of Interest. 32
Section 1. Receipts by members. 32
Section 2. Receipts by board members. 32
Section 3. Obligations to the Melbourne Chapter. 33
Section 4. Disclosure of interests. 33
Article 12 – Indemnification. 33
Section 1. Indemnification of chapter representatives. 33
Section 2. Discretionary indemnification. 33
Section 3. Liability insurance. 34
Article 13 - Amendments. 34
Section 1. Bylaws amendments. 34
Section 2. Proposing amendments. 34
Section 3. Consistency to the PMI 34
Article 14 – Dissolution. 35
Section 1. Chapter dissolution. 35
Section 2. Right to request dissolution. 35
Section 3. Voluntary dissolution. 35
Section 4. Dispersal of chapter assets. 35
Section 5. Motion to approve dissolution. 35
Article 15 – Custody and inspection of books and records. 36
Section 1. Requesting records. 36
Section 2. Restricted records. 36
Section 3. Publication of bylaws. 36
Section 4. Providing copies of records to members. 37

Appendix A – PMI Code of Ethics & Professional Conduct 38
Appendix B – Chapter Conflict Management Program 39

Glossary

Act	the Associations Incorporation Reform Act 2012 in the State of Victoria, and includes any regulations made under the Act.
Appeal Committee	a committee appointed by the Board to hear an appeal if a person has exercised their appeal rights
Approval of the Board	when more than half of the Board members currently holding office and entitled to vote at the time, and present at the meeting – provided a Quorum has been reached, vote in favour of a decision, motion, or resolution
Annual General Meeting	an annual meeting of the members of the Melbourne Chapter called in accordance with these Bylaws
Association / Chapter / Melbourne Chapter / Organization	the Project Management Institute, Melbourne Australia Chapter Inc.
Branch	organisation of subsets of the members of the chapter who reside in geographically limited areas in groups
Board of Directors / Chapter Board	the Board of Directors of the PMI Melbourne Australia Chapter Inc.
Bylaws	is terminology used by PMI and a bylaw is synonymous to a 'rule'
Chapter Officer / Director	a duly elected member of the Board of Directors of the Melbourne Chapter
Charter / Charter Agreement	the Charter Agreement between the Project Management Institute and the Melbourne Chapter
Disciplinary Appeal Meeting	means a meeting of the appeal committee convened for the purposes of hearing an appeal
Disciplinary Committee	A committee appointed by the Board to hear the matter at a disciplinary meeting and determine what action, if any, to take against the member
Disciplinary Meeting	A meeting of the disciplinary committee to consider disciplinary action
General Meeting	any scheduled meeting of the 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 at Large	a board member who has general responsibility rather than in charge of a specific portfolio or function
Dues	the fees which a member has to pay at regular intervals to become a member and then maintain their membership
Ex-officio	by virtue of holding a position, for example the President, the person is entitled to serve in a given capacity, such as on the Board or in a committee
Financial Year	the year commencing 1 January and concluding 31 December
Member in good standing	a Chapter member who has paid the Project Management Institute membership dues
Nominating Committee	a committee of chapter members who manage the board nomination process and the subsequent board election
Pecuniary gain	refers to a gain of monetary value

PMI	the Project Management Institute Incorporated in the United States of America having its headquarters in Pennsylvania.
PMI Code of Ethics & Professional Conduct	a PMI policy document, included as Appendix A in these bylaws, which defines the standards of behaviour and conduct for all members
PMI Chapter Conflict Management Program	is a PMI policy document, dated 2016, included as Appendix B in these bylaws, which defines a process which aims to resolve disputes within the PMI quickly and fairly
Proxy	the instance of a member being authorised by another member to act on their behalf, usually applies to voting
Public Officer	means the person who is for the time being the public officer of the Melbourne Chapter pursuant to the Act
Quorum	the minimum number of members that must be present at a meeting to make the proceedings of that meeting valid
Register	the Register of Members kept in accordance with these Bylaws
Special General Meeting	a meeting of the general membership of the Melbourne Chapter, other than an Annual General Meeting or disciplinary appeal meeting, called in accordance with these Bylaws
Special Resolution	a resolution voted on and passed at a general meeting in accordance with these bylaws

Article 1 – Name, Principal Office, Other Offices.

Section 1. Name/Not-for-Profit Incorporation.

This organisation shall be called the Project Management Institute, Melbourne Chapter Inc., (hereinafter "Melbourne Chapter"). This organisation is a chapter chartered by the Project Management Institute, Inc. (hereinafter "PMI®") and separately incorporated as an unincorporated entity organised under the laws of the State of Victoria in Australia.

Section 2. Legal Requirement.

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

Section 3. Principal Office, Other Offices.

The principal office of the Melbourne Chapter shall be located at PO Box 12498, 'A' Beckett Street, Melbourne, Victoria 8006, Australia. The Melbourne Chapter may have other offices such as Branch offices as designated by the Melbourne Chapter Board of Directors.

Article 2 – Relationship to PMI.

Section 1. Responsibility to PMI.

The Melbourne 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 2. Bylaws.

The bylaws of the Melbourne Chapter may not conflict with the current PMI's Bylaws and all policies, procedures, rules or directives established or authorised by PMI, as well as with the Melbourne Chapter's Charter with PMI.

Section 3. Terms of the Charter.

The terms of the Charter executed between the Melbourne Chapter and PMI®, including all restrictions and prohibitions, shall take precedence over these Bylaws and other authority granted hereunder and in the event of a conflict between the terms of the Charter and the terms

of these Bylaws, the Melbourne Chapter shall be governed by and adhere to the terms of the Charter.

Article 3 – Purpose and Limitations of the Melbourne Chapter.

Section 1. Purpose of the Melbourne Chapter.

A. General Purpose. The Melbourne Chapter has been founded as an unincorporated association, chartered by PMI®, and is dedicated to advancing the practice, science, and profession of project management in a conscious and proactive manner.

B. Specific Purposes. Consistent with the terms of the Charter executed between the Melbourne Chapter and

PMI and these Bylaws, the purposes of the Melbourne Chapter shall include the following:

1. To foster professionalism in the management of projects.
2. To contribute to the quality and scope of project management.
3. To stimulate appropriate global application of project management for the benefit of general public.
4. To provide a recognized 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.
5. To identify and promote the fundamentals of project management and advance the body of knowledge for managing projects successfully.
6. To foster communication between government, education, and private sectors regarding project management; and –
7. To disseminate within the primary area of operation of the Melbourne Chapter information regarding developments in project management.

Section 2. Limitations of the Melbourne Chapter.

A. General Limitations. The purposes and activities of the Melbourne Chapter shall be subject to limitations set forth in the Charter, these Bylaws, and conducted consistently with Melbourne Chapter Articles of Incorporation.

B. 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 non-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 law and regulations pertaining to privacy and use of personal information.

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

Article 4 – Melbourne Chapter Membership.

Section 1. General Membership Provisions.

A. Membership in the Melbourne Chapter requires membership in PMI®. The Melbourne Chapter shall not accept as members any individuals who have not been accepted as PMI® members.

B. Membership in this organisation is open to any eligible person interested in furthering the purposes of the organisation. Membership shall be open to all eligible persons without discrimination or bias based on race, colour, ethnicity, national origin, religion or belief, age, sexual orientation, gender identity or expression, marital or family status, caring responsibilities, socioeconomic status, disability, neurodiversity, or any other protected attribute.

C. Members shall be governed by and abide by the PMI Bylaws and by the bylaws of the Melbourne Chapter and all policies, procedures, rules and directives lawfully made thereunder, including but not limited to the PMI Code of Ethics & Professional Conduct (included as Appendix A)

D. All members shall pay the required PMI and Melbourne Chapter membership dues to PMI and if a member resigns, or their membership is revoked for just cause, membership dues shall not be refunded by PMI or the Melbourne Chapter.

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

F. Members who fail to pay the required dues when due shall be delinquent and their names removed from the official membership list of the Melbourne Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues plus the applicable application fee for PMI and the Melbourne Chapter to PMI.

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

H. All Melbourne Chapter members in good standing are eligible to vote on all matters presented to Chapter membership. In addition, all Melbourne Chapter members meeting the qualifications are eligible to run for and hold a Melbourne Chapter elected position.

Section 2. Classes and Categories of Members.

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

Section 3. Register of members.

The Secretary or delegated Board director must keep and maintain a register of members (via the PMI Membership system) that includes for each current member:

1. the member's name;
2. the address for notice last given by the member;
3. the date of becoming a member;
4. any other information determined by the Board;

Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

The register of members shall be available for inspection by members upon PMI Melbourne Chapter Board approval. Furthermore, the request must be justifiable and compliant with the Privacy Act 1988. The requestor is permitted request an extract of the register, but not to obtain or make a copy

of the full register. The extract must exclude all personal information including the home address, email address, and telephone numbers of any member or Board member.

Section 4. Disciplinary Action.

A. Grounds for taking disciplinary action. The Melbourne Chapter may take disciplinary action against a member in accordance with this Article if it is determined that the member—

1. has failed to comply with these Rules; or
2. refuses to support the purposes of the PMI or the Melbourne Chapter; or
3. has engaged in conduct prejudicial to the PMI or the Melbourne Chapter; or
4. has failed to comply with the PMI Code of Ethics & Professional Conduct (see Appendix A); or
5. has brought the PMI or the Melbourne Chapter into disrepute.

B. Disciplinary Committee - if the Melbourne Chapter Board is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Board must appoint a disciplinary committee to hear the matter and determine what action, if any, to take against the member.

C. The members of the disciplinary committee—

1. may be Board members, members of the Melbourne Chapter, or an independent third party appointed to the disciplinary committee by majority vote of the Board; but
2. a person must not be appointed to a disciplinary committee if the person is biased in favour of, or against the member concerned.
3. the minimum number of people in the disciplinary committee is three.
4. to ensure an absolute majority, the disciplinary committee shall have an odd number of people.

D. Notice to member. Before disciplinary action is taken against a member, the Secretary or in extraordinary circumstances, the President must give written notice to the member—

1. stating that the Association proposes to take disciplinary action against the member; and

2. stating the grounds for the proposed disciplinary action; and

3. specifying the date, place and time of the meeting at which the disciplinary committee intends to consider the disciplinary action (the disciplinary meeting); and

5. advising the member that he or she may do one or both of the following—

    a) attend the disciplinary meeting and address the disciplinary committee at that meeting;
    b) give a written statement to the disciplinary committee at any time before the disciplinary meeting.

6. setting out the member's appeal rights under Article 4, Section 4.F

7. the notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

E. Decision of committee

1. At the disciplinary meeting, the disciplinary committee must—

    a) give the member an opportunity to be heard; and
    b) consider any written statement submitted by the member

2. After complying with Article 4 Section 4.E(1), the disciplinary committee may—

    a) take no further action against the member; or
    b) subject to Article 4 Section 4.E(4) —

        (i) reprimand the member; or
        (ii) suspend the membership rights of the member for a specified period; or
        (iii) expel the member from the Melbourne Chapter.

3. The decision of disciplinary committee is deemed to have been reached when the majority of the people on the committee agree to the decision.

4. The disciplinary committee may not fine the member.

5. The suspension of membership rights or the expulsion of a member by the disciplinary committee under this rule takes effect immediately after the vote is passed

F. Appeal rights

1. A person whose membership rights have been suspended or who has been expelled from the Association under Article 4 Section 4.E may give notice to the effect that the person wishes to appeal against the suspension or expulsion.

2. The notice must be in writing and given—

    a) to the disciplinary committee immediately after the vote to suspend or expel the person is taken; or
    b) to the Secretary not later than 7 days after the vote.

3. If a person has given notice under Article 4 Section 4.F(2), the Committee must appoint at least 3 persons to an appeal committee to consider the appeal.

4. Subject to Article 4 Section 4.F(5), the Committee may appoint any person to an appeal subcommittee.

5. A person must not be appointed to an appeal subcommittee if the person—

    a) was appointed to the disciplinary subcommittee to hear and determine the matter of the member concerned; or
    b) has a personal interest in the dispute; or
    c) is biased in favour of or against the member concerned.

6. The Committee must convene a meeting of the appeal subcommittee (the disciplinary appeal meeting) as soon as practicable and no later than 21 days after the notice of the appeal is received.

7. Notice of the disciplinary appeal meeting must be given to each member of the appeal subcommittee and the member concerned as soon as practicable and must—

    a) specify the date, time and place of the meeting; and
    b) state—

        (i) the name of the person against whom the disciplinary action has been taken; and
        (ii) the grounds for taking that action; and
        (iii) that at the disciplinary appeal meeting the appeal subcommittee members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

G. Conduct of disciplinary appeal meeting

1. At a disciplinary appeal meeting—

    a) no business other than the question of the appeal may be conducted; and
    b) the appeal subcommittee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
    c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.

2. After complying with Article 4 Section 4.G(1), members of the appeal subcommittee present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.

3. A member may not vote by proxy at the meeting.

4. The decision is upheld if a majority of the persons voting at the meeting vote in favour of the decision.

Section 5. Settling disputes and grievances.

A. Application –

1. The grievance procedure set out in this Division applies to disputes under these bylaws between—

    a) a member and another member; and
    b) a member and the Board; and
    c) a member and the Melbourne Chapter.

2. A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

B. Parties must attempt to resolve the dispute. The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

C. If the dispute cannot be settled between the parties —

1. The PMI Code of Ethics and Professional Conduct (included as Appendix A) ethics complaint procedure shall be used for disputes and grievances between a member and another member (Article 4 Section 5.A(1)a)

2. The PMI Chapter Conflict Management Program (included as Appendix B) must be used for disputes and grievances between a member and the Board or Melbourne Chapter (Article 4 Section 5.A(1)b and c). This Program provides for a multi-tiered dispute resolution process, which includes appointment of a mediator if warranted.

D. If the mediation process is utilised under the PMI Chapter Conflict Management Program (Appendix B), the mediation must –

1. give each party every opportunity to be heard; and

2. allow due consideration by all parties of any written statement submitted by any party; and

3. ensure that natural justice is accorded to the parties throughout the mediation process.

E. Failure to resolve dispute by mediation. If the mediation process does not resolve the dispute, the next phase of the PMI Chapter Conflict Management Program (Appendix B) must be used, which is to utilise a binding arbitration process.

Article 5 – Melbourne Chapter Board of Directors.

Section 1. The Board.

The Melbourne Chapter shall be governed by a Board of Directors (the Board). The Board shall be responsible for carrying out the purposes and objectives of the Melbourne Chapter.

Section 2. Board officers and terms of office.

The Board shall consist of the officers of the Melbourne Chapter elected by the membership and shall be members in good standing of PMI and of the Melbourne Chapter.

Terms of office for the Officers shall be two years plus three Board meetings. Attendance at these final three Board meetings are for the purpose of handing over to the new incumbent. A Board member is limited to three consecutive years in the same position, and no more than six consecutive years of serving on the board, plus three Board meetings (for handover), on the Board in general. These positions are staggered so that one half of the Board positions are elected each year.

The term of office for newly elected or reappointed Directors shall officially commence on the date of the first meeting of the Board of Directors of each calendar year. All voting rights shall transfer to the incoming Board of Directors as at the first motion at the first Board meeting of each calendar year. As detailed in Article 5 Section15, this transfer will generally be completed at the portfolio election meeting. As of this time, all outgoing Directors shall cease to hold voting rights.

The incoming Board shall have full authority, including voting rights, to elect office bearers and assign portfolio responsibilities at the first Board meeting of the year. All incoming Directors shall undergo induction and onboarding during the period commencing January 1 and concluding on the date of the first Board meeting of the calendar year.

Section 3. The President.

The President shall be the chief executive officer for the Melbourne Chapter and Chair 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 participate and vote on all committees except the Nominating Committee.

The President shall serve as the Chair of all meetings of the Board of Directors.

Section 4. The Secretary.

The Secretary shall keep the records of all business meetings of the Melbourne Chapter and meetings of the Board. The Secretary fulfils the role of Public Officer of the Association.

Section 5. The Treasurer.

The Treasurer (sometimes referred to as the Finance Director) shall oversee the management of funds for duly authorised purposes of the Melbourne Chapter, and shall keep Financial Records of the Melbourne Chapter.

Section 6. The Vice President.

The Vice President, in the President's absence, is the chairperson for any general meetings and any board meetings.

Section 7. The Immediate Past President.

The Immediate Past President is an ex-officio Officer of the Chapter. The Immediate Past President shall not be considered a member of the Board of Directors and shall not possess voting rights on any matters requiring a decision of the Board. The role of the Immediate Past President shall be advisory in nature only.

Section 8. Other board members.

In addition to the roles outlined in Sections 3, 4, 5, and 6, the Board may include other Directors with voting rights, Directors at Large, and the Immediate Past President. These individuals may or may not be assigned specific responsibilities, depending on the Board's current needs. However, the total number of Directors serving at any one time must not exceed ten (10).

Directors at Large may be appointed by resolution of the Board of Directors to fill vacancies that arise during the course of the year, between regular election cycles.

Directors at Large, while permitted to attend and participate in Board discussions, shall not possess voting rights and shall not be considered Board Directors for the purposes of these Bylaws. Directors at Large shall serve only for the remainder of the calendar year in which they are appointed. To continue as a Board Director beyond that period, they must stand for election through the regular membership election process. An individual may not serve as a Director at Large for two consecutive calendar years.

Section 9. Minutes of board meetings.

The Board must ensure that minutes are taken and kept of each board meeting.

The minutes must record the following:

1. The names of the members in attendance at the meeting
2. The business considered at the meeting
3. Any resolution on which a vote is taken and the result of the vote
4. Any material personal interest declared under Article 11 Section 5

The minutes of Board meetings shall not be available for inspection or copying by the members.

Section 10. Board authority.

The Board shall exercise all powers of the Melbourne Chapter, except as specifically prohibited by these bylaws, the PMI Bylaws and policies, its charter with PMI, 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 bylaws and PMI Bylaws and policies, and to exercise authority over all Melbourne Chapter business and funds.

Section 11. Board meetings.

The Board shall meet at the call of the President, or at the written request of three (3) members of the Board. A quorum shall consist of no less than one-half of the membership of the Board at any given time. Each board member shall be entitled to one (1) vote and may take part and vote in-person or online, as per the meeting format and agreed meeting method. At its discretion, the Board may

conduct its business by teleconference, videoconference, facsimile or other legally acceptable means. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board.

Section 12. Board vacancy.

The Board of Directors may declare an officer or Director at Large position to be vacant where an officer, Director or Director at Large ceases to be a member in good standing of PMI or of the Melbourne Chapter by reason of non-payment of dues, or where the officer or Director at Large fails to attend two (2) consecutive Board meetings. An officer or Director at Large may resign by submitting written notice to the President or Secretary. The Board shall determine if an acceptable notice period is required for completion of transition activities. 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 13. Board member removal.

An officer or Director at Large may be removed from office for just cause in connection with the affairs of the organization by a seventy-five percent (75%) vote of the members present and in person at an official meeting of the membership, or by a seventy-five percent (75%) vote of the Board.

Section 14. Appointment to a vacant position.

If any officer or Director at Large position becomes vacant, the Board may appoint a successor to fill the office for the unexpired portion of the year. In the event the President is unable or unwilling to complete the current term of office, the Vice President~~,~~ or an alternative director approved by the majority of the board, shall assume the duties and office of the presiding officer for the remainder of the term. The Board may call for a special election by the chapter's membership to fill the vacant position.

Section 15. Portfolio election meeting.

A. The Portfolio election meeting shall be held as the first official meeting of the Board in each calendar year. Its primary purpose is to elect the Board Office for the upcoming term. The election order of precedence shall be:

1. President,
2. Vice President,
3. Secretary,
4. Treasurer, and
5. Portfolio allocations, as determined by the Board.

B. The Portfolio Election meeting shall be chaired by the current President if they intend to continue as a Board member with voting rights, unless one of the following conditions applies:

1. The President is standing for re-election to the role of President; or
2. The President is transitioning to the Immediate Past President (IPP) position; or
3. The President is absent or otherwise unable to chair.

C. In such cases, the chairing responsibility shall pass in the following order of precedence:

1. Vice President, if continuing in office and not standing for the role of President, and so on;
2. Secretary,
3. Treasurer,
4. The most senior continuing voting Director, determined by length of continuous service on the Board.
5. If two or more Directors have equal seniority, the chair shall be determined by mutual agreement or, failing that, by lot.

D. The Chair of the Portfolio election meeting shall preside solely for the purpose of conducting the election of Board Officers and shall vacate the chair immediately upon completion of the election of the President, unless they themselves are the newly elected President.

Section 16. Portfolio election meeting tie-breaking procedures.

All elections and Board decisions shall be determined by a *simple majority* of votes cast, unless otherwise specified in these Bylaws.

In the event of a tie in any election or decision at the Board Office Bearer Meeting:

1. If the vote concerns the election of an Officer or Director, a run-off vote shall be held immediately between the tied candidates.
2. If the run-off vote also results in a tie, the Chair of the meeting shall have a *casting vote* in addition to their deliberative vote.
3. If the Chair is one of the tied candidates, the casting vote shall be exercised by the next most senior continuing Board member not standing in the election, as per the order of precedence in Article 5, Section 15.

Section 17. Transition of Board authority.

The outgoing President shall remain in office until the election of the incoming President at the Board Office Bearer Meeting. Upon declaration of the election result for President:

1. The outgoing President shall immediately transfer the chair to the incoming President.
2. The outgoing President shall, where applicable, assume the Immediate Past President (IPP) role, which is non-voting unless the individual continues to hold a voting Director at Large position on the Board under an unexpired elected term.

3. The outgoing Board shall ensure that all relevant records, access credentials, and official documents are transferred to the incoming Directors within 28 days of the meeting.

Article 6 – Melbourne Chapter Nominations and Elections.

Section 1. The nomination process.

The nomination and election of officers and directors shall be conducted annually in accordance with the requirements contained in these bylaws, including Article 4, Section 1 and Article 5, Section 2 and this Article 6. All voting members in good standing of the Melbourne Chapter shall have the right to vote in the election.

Discrimination in election and nomination procedures on the basis of race, colour, ethnicity, national origin, religion or belief, age, sexual orientation, gender identity or expression, marital or family status, caring responsibilities, socioeconomic status, disability, neurodiversity, or any other protected attribute is prohibited.

Section 2. Elected candidate start and term.

Candidates who are elected shall take office on the first day of January following their election, and shall hold office for the duration of their terms or until their successors have been elected and qualified. As specified Article 5 Section 8 all voting rights shall transfer to the incoming Board of Directors as at the first motion at the first Board meeting of each calendar year.

Section 3. Nominee eligibility and elections.

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.

B.The Nominating Committee shall set and publish the criteria for the evaluation of candidates. The criteria must be approved in advance by the Board.

C. Eligibility criteria for chapter board member nominees must include –

1. Are 18 years or older

2. Are entitled to vote at a general meeting

3. Is an eligible Chapter member in good standing for at least a year in the period immediately leading up to their nomination.

4. Has experience as a volunteer or volunteer leader in the chapter, or other PMI Chapter, for at least 1 year preceding the nomination, or at least one (1) year of relevant experience as a Board member of a registered Australian company or association

5. Has never breached the PMI Code of Ethics & Professional Conduct (included as Appendix A).

D.Elections shall be conducted (a) during the annual meeting of the membership; or (b) by mail ballot to all voting members in good standing; or (c) by electronic vote in compliance with the legal jurisdiction. The candidate who receives a majority of votes cast shall be elected. Ballots shall be counted by the Nominating Committee or by tellers designated by the Board.

Section 4. Board nominees and the Nominating Committee.

No current member of the Nominating Committee, including the Single Point of Contact, shall be eligible for inclusion in the slate of nominees prepared by the Committee. Furthermore, to uphold the principle of fairness and prevent any conflicts of interest, no current member of the Nominating Committee may resign from their position on the committee and subsequently seek nomination or election to any Board position during the same election cycle.

Section 5. Use of PMI funds and electioneering.

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, 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 Chapter Nominating Committee, or other applicable body designated by the Chapter, will be the sole distributor(s) of all election materials for Chapter elected positions.

Article 7 – Melbourne Chapter Committees.

Section 1. Establishing committees.

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. Committee members shall be appointed from the membership of the organization, unless otherwise stated in these bylaws. The Melbourne Chapter officers and/or Directors can serve on the Melbourne Chapter Committees, unless it specifically is restricted by the bylaws. Committee members are not authorised to make decisions on behalf of the Board or on matters that fall within the Board's authority.

Section 2. Committee members.

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

Article 8 – Melbourne Chapter Finance.

Section 1. The fiscal year.

The fiscal year of the Melbourne Chapter shall be from 1 January to 31 December.

Section 2. Chapter membership dues.

Melbourne Chapter annual membership dues will be agreed upon between PMI and the Melbourne Chapter's Board and communicated in accordance with policies and procedures established by PMI.

Section 3. Management of finances.

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

A. Subject to any restrictions imposed by a general meeting of the Melbourne Chapter, the Board may approve expenditure on behalf of the Melbourne Chapter.

B. The Board may authorise the Finance Director to expend funds on behalf of the Melbourne Chapter (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.

C. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two Board members.

Section 4. Sources of Funds.

The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund raising activities, event entrance fees, grants, sponsorship agreements, registration for continuing education, and any other sources approved by the Board.

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

Article 9 – Meetings of the Membership.

Section 1. Annual meetings.

An annual meeting of the membership shall be held within five months from the end of the financial year at a date and location to be determined by the Board. Notice of all annual meetings shall be sent by the Board to all members at least 21 days in advance of the meeting. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting.

Section 2. Special meetings and General meetings.

Special meetings or general 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. Any general meeting of the Melbourne Chapter, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting. Notice of all special or general meetings shall be sent by the Board to membership a reasonable amount of time in advance of the meeting, at least 21 days, in order to allow members the opportunity to participate in such meetings. The notice should indicate the

time and place of the meeting and include the proposed agenda. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting.

Section 3. Meeting quorum.

Quorum at all annual and special meetings of the Melbourne Chapter shall be at least fifty (50) members of the voting members or five percent (5%) of the current voting membership (whichever is lesser) in good standing, present and in person physically or virtually in the case of meetings conducted by electronic hybrid means, or represented by validly appointed proxy.

A. No business may be conducted at a general meeting unless a quorum of members is present.

B. If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—

1. In the case of a meeting convened by, or at the request of, members under Section 2—the meeting must be dissolved. The business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under Section 2.

2. In any other case—

    a) the meeting must be adjourned to a date not more than 21 days after the adjournment; and

    b) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.

C. If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under sub-rule B(2), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

1. Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—

    a) carried; or
    b) carried unanimously; or
    c) carried by a particular majority; or
    d) lost—

and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

2. If a poll (where votes are cast in writing) is demanded by three or more members on any question—
    a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
    b) the Chairperson must declare the result of the resolution on the basis of the poll.

3. A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.

4. A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

Section 4. Proxies.

A. A member may appoint another member as the member's proxy to vote and speak on the member's behalf at a general meeting other than at a disciplinary appeal meeting.

B. The appointment of a proxy must be in writing and signed by the member making the appointment.

C. The member appointing the proxy may give specific directions as to how the proxy is to vote on the member's behalf, otherwise the proxy may vote on behalf of the member in any matter as the proxy sees fit.

D. If the Committee has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.

E. Notice of a general meeting given to a member under rule 33 must

1. state that the member may appoint another member as a proxy for the meeting; and

2. include a copy of any form that the Committee has approved for the appointment of a proxy.

F. A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.

G. A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

Section 5. Minutes of general meetings.

The Board must ensure that minutes are taken and kept of each general meeting. The minutes must record the business considered at the meeting, and resolution on which a vote is taken and the result of the vote.

A. The minutes of each Annual General Meeting must include:

1. The attendance register; and
2. The financial statements submitted to the members; and
3. The certificate signed by two Board members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
4. Any audited accounts and the auditor's reports or report of a review accompanying the financial statements that are required under the Act.

B. The minutes are evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

C. The minutes of general meetings shall be made available for inspection by the members.

Article 10 – Branches of the Melbourne 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 the Melbourne Chapter shall be governed by these bylaws and shall conduct its business in compliance with Melbourne 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 Melbourne Chapter's dues & fees will be collected by PMI® on behalf of the Melbourne Chapter and will be forwarded to Melbourne Chapter. The Melbourne Chapter will allocate funds to the Branch in accordance to Melbourne Chapter's policies & procedures. Branches shall not create their own Board, membership, or dues.

Section 4. Management of the Branch.

Management of the Branch activities and the associated budget shall be the responsibility of the Branch Chair, who shall either be a member of the Melbourne Chapter's Board of Directors, or be a Committee Chair and report into a Chapter Board member who oversees the Chapter's Branch(es)

Section 5. Branch limitations.

Branches shall abide by the limitations consistent with the chapter's charter agreement with PMI.

Article 11 - Inurement and Conflict of Interest.

Section 1. Receipts by members.

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

Section 2. Receipts by board members.

No officer, director, appointed committee member or authorized representative of the Melbourne Chapter shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the Melbourne Chapter of actual and reasonable

expenses incurred by an officer, director, committee member or authorized representative regarding attendance at Board meetings and other approved activities.

Section 3. Obligations to the Melbourne Chapter.

All officers, directors, appointed committee members and authorized 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.

Section 4. Disclosure of interests.

All officers, directors, appointed committee members and authorized 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.

Article 12 – Indemnification.

Section 1. Indemnification of chapter representatives.

In the event that any person who is or was an officer, director, committee member, or authorized 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 legal 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. Discretionary indemnification.

Unless ordered by a court, discretionary indemnification of any representative shall be approved and granted only when consistent with the requirements of applicable law, and upon a determination that indemnification of the representative is proper in the circumstances because the representative has met the applicable standard of conduct required by law and in these bylaws.

Section 3. Liability insurance.

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 authorized representative of the Melbourne Chapter, or is or was serving at the request of the Melbourne Chapter as a director, officer, employee, trustee, agent or representative of another corporation, domestic or foreign, non-profit or for-profit, partnership, joint venture, trust or other enterprise.

Article 13 - Amendments.

Section 1. Bylaws amendments.

By electronic ballot - these bylaws may be amended by a seventy-five percent (75%) vote of the voting membership (members present) in good standing voting by electronic ballot. Using the electronic ballot method is subject to the Registrar of Incorporated Associations granting prior permission as provided by section 66 of the Act.

By a membership vote at a Special / General Meeting - alternatively, bylaws may also be amended by a seventy-five percent (75%) vote of membership present and voting on a Special Resolution at an annual or special meeting of the Melbourne Chapter duly called and regularly held, after all other provisions of the Act such as notice period and content of the Special Resolution have been met.

Section 2. Proposing amendments.

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.

Section 3. Consistency to the PMI

All amendments must be consistent with PMI's Bylaws and the policies, procedures, rules and directives established by the PMI Board of Directors, as well as with the Melbourne Chapter's Charter with PMI.

Article 14 – Dissolution.

Section 1. Chapter dissolution.

In the event that the Melbourne Chapter or its governing officers failed to act according to these bylaws, its policies or all PMI® policies, procedures, and rules outlined in the charter agreement, PMI® has a right to revoke the Melbourne Chapter Charter and require the chapter to seek dissolution.

Section 2. Right to request dissolution.

In the event the Melbourne Chapter failed to deliver value to its members as outlined in Melbourne Chapter's business plan and without mitigated circumstance, the Chapter acknowledges that PMI® has a right to revoke the Melbourne Chapter Charter and require the chapter to seek dissolution.

Section 3. Voluntary dissolution.

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

The Association may then be wound up voluntarily by a membership vote of a Special Resolution after relevant provisions of the Act such as notice period and content of the Special Resolution have been met.

Section 4. Dispersal of chapter assets.

Should the Melbourne Chapter dissolve for any reason, its assets shall be dispersed to another organisation with similar purposes and which has rules prohibiting the distribution of its assets and income to its members, designated via a Special Resolution by the voting membership after the payment of just, reasonable and supported debts, consistent with applicable legal requirements.

Section 5. Motion to approve dissolution.

Unless superseded by law, dissolution of the Chapter entity must be approved a majority of the members voting on the motion to dissolve.

Article 15 – Custody and inspection of books and records.

Section 1. Requesting records.

Members may, on request, inspect free of charge:

1. The register of members, subject to the restrictions in Article 4 Section 3
2. The minutes of general meetings
3. The financial records, books, securities and any other relevant documents of the Chapter, all subject to Section 2.

For the purpose of this bylaw, “relevant documents” means the records and other documents, however complied, recorded, or stored, that relate to the incorporation and management of the Chapter and includes the following:

1. Its financial statements
2. Its financial records
3. Records and documents relating to transactions, dealings, business or property of the Melbourne Chapter

Section 2. Restricted records.

The Board may refuse to permit a member to inspect records of the Chapter that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Chapter as determined by the Board.

Section 3. Publication of bylaws.

The Board must on request make copies of these bylaws available to members and applicants for membership free of charge.

Section 4. Providing copies of records to members.

Subject to the operation of these bylaws, a member may make a copy of any of the other records of the Melbourne Chapter referred to in this bylaw and the Melbourne Chapter may charge a reasonable fee for provision of a copy of such a record.

Appendix A – PMI Code of Ethics & Professional Conduct

PMI Code of Ethics and Professional Conduct

Appendix B – Chapter Conflict Management Program

PMI Chapter Conflict Management Program