

**Constitution of the Project Management  
Institute of  
New Zealand Incorporated  
2019**

---

**January 2019**

## Blue is the 2017 version

### Summary of changes in red font

#### Article 1 – Name

- 1.1 This organisation shall be called the Project Management Institute of New Zealand Incorporated (hereinafter called PMINZ). The organisation is lawfully chartered as the New Zealand chapter of the global body Project Management Institute, Inc. (hereinafter called PMI®).
- 1.2 PMINZ shall be incorporated as a not-for-profit association under the laws of New Zealand.
- 1.2 PMINZ shall endeavour to abide by the laws of New Zealand and of any other jurisdiction(s) in which it conducts its business. Its registered office shall be at 13 West Street, Pukekohe 2120, New Zealand. It may have other offices at such other places in New Zealand or elsewhere as the Board of Directors may from time to time designate in accordance with PMI® policies and requirements.
- No changes from 2017 version

#### Article 2 – Relationship to PMI

- 2.1 The PMINZ is responsible to the duly elected PMI® Board of Directors and is subject to all PMI® policies, procedures, rules and directives lawfully adopted.
- 2.2 These rules of the PMINZ may not conflict with the current PMI's Bylaws and all policies, procedures, rules or directives established or authorized by PMI® as well as with the PMINZ's Charter with PMI®.
- 2.3 The terms of the Charter executed between the PMINZ and PMI®, including all restrictions and prohibitions, shall take precedence over these rules and other authority granted hereunder and in the event of a conflict between the terms of the Charter and the terms of these rules, the PMINZ shall be governed by and adhere to the terms of the Charter.
- No changes from 2017 version.

#### Article 3 – Definitions and Interpretations

**“Appointed Committee Member”** means a PMINZ member of good standing duly appointed to a standing committee under Article 9 of this Constitution.

**“Authorised Representative”** means a PMINZ member duly appointed under this constitution, PMINZ rules, policies or procedures as the case maybe, to execute such a specific role or function.

**“Contact Officer”** means a member of the PMINZ Board of Directors who has the role of being the point of contact for the Registrar of Companies and Incorporated Societies when

so required by law.

**“Director”** means a director holding such directorship on the PMINZ Board of Directors.

**“Good Standing”** includes membership of PMINZ which is current, and the member has no disciplinary or ethical issues with PMI or PMINZ as defined in its rules of ethics and professional conduct.

**“Officer”** means an elected member of the Board of Directors duly elected under Article 8 of this constitution.

**“Retiree Member”** means a PMINZ member who has been a PMI member in good standing for five consecutive years and has retired from active employment.

## **Article 3 – Definitions and Interpretations (2017)**

**Appointed Committee Members** means PMINZ members of good standing appointed to Standing Committees under Article 9 of this constitution.

**Authorised Representatives** means a PMINZ member appointed under the PMINZ constitution or policies to fulfil a specific role or function.

**Contact Officer** means a member of the PMINZ Board of Directors who has the role of being the point of contact for the Registrar of Companies and Incorporated Societies when so required by law.

**Director** means a director holding such directorship on the PMINZ Board of Directors.

**Good Standing** includes membership of PMINZ which is fully paid up and the member has no disciplinary or ethical issues with PMI® or PMINZ as defined in its rules of ethics and professional conduct.

**Officer** means an elected member of the Board of Directors duly elected under Article 8 of this constitution.

**Retiree Member** means a PMINZ member who has been a PMI member in good standing for five consecutive years and has retired from active employment.

## **Article 4 – Purpose and Limitations of the PMINZ**

### **4.1 Purposes of the PMINZ.**

#### **4.1.1 General Purpose**

PMINZ is a non-profit organisation chartered by PMI® whose main purpose is advancing the practice, science, and profession of project management in a conscious and proactive manner.

#### **4.1.2 Specific Purposes**

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

- a. To serve as New Zealand’s national project management association.

- b. To foster professionalism in the management of projects.
- c. To contribute to the quality and scope of project management.
- d. To stimulate appropriate application of project management for the benefit of the public.
- e. To provide a recognised forum for the free exchange of ideas, applications, and solutions to project management issues among members, and others interested and involved in project management.
- f. To identify and promote the fundamentals of project management and advance the body of knowledge for managing projects successfully.
- g. To collaborate with, and provide guidance to universities, other educational institutions and corporate entities on appropriate education, career and professional development at all levels of project management.
- h. To provide a guiding influence in academic and industrial research in the field of project management.
- i. To advise other associations and organisations on matters related to project management.
- j. To support the formation and development of local branches and specific interest groups.
- k. To seek and foster domestic and international cooperation and contacts with other organisations, both public and private, which relate to project management and to collaborate in matters of common interest and benefit.
- l. To identify, develop, foster and maintain professional practices, ethical accreditation standards and principles.

#### **4.2. Limitations of the PMINZ**

- a. The purposes and activities of the PMINZ shall be subject to limitations set forth in the charter agreement, these Rules, and conducted consistently with the PMINZ Articles of Incorporation.
- b. The membership database and listings (including names, addresses and membership dates) provided by PMI to the PMINZ may not be used for commercial purposes. And may be used only for non-profit purposes directly related to the business of the PMINZ, 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.
- c. The directors of the PMINZ board shall be accountable for the governance of all planning and operations of the Chapter and shall perform their duties in accordance with the Chapter's governing documents; its Charter Agreement; PMI® Bylaws, policies, practices, procedures, and rules; and applicable law.

**No changes to the text only, reformatting as required**

## Article 5 - Powers

PMINZ shall have the powers to do all lawful things as may be appropriate in pursuit of its objects. It may:

- a. admit, retain, suspend and expel members with just cause;
- b. establish and dissolve Branches and groups;
- c. set fees and subscriptions;
- d. establish and set classes of membership; in accordance with PMI® requirements;
- e. raise, spend, grant, borrow, lend and invest money;
- f. buy, sell, rent or lease property;
- g. administer, manage and control PMINZ;
- h. set accounting policies in line with generally accepted accounting practice;
- i. decide on procedures for the managing of complaints;
- j. delegate authority as approved by the Board;
- k. affiliate or co-operate with organisations having similar or associated objects to those of PMINZ;
- l. seek and accept representation to and from such organisations;
- m. advise other associations and organisations on any matter related to project management;
- n. organise meetings, seminars, study groups, conferences and the like;
- o. publish newsletters, magazines, journals, papers, articles, reports and books;
- p. encourage and assist research into project management;
- q. grant awards, prizes and certificates, and make and accept gifts of money or things.

Formatting changes only from 2017 version

## Article 6 – Membership

### 6.1 General Membership Provisions

- a. Membership in the PMINZ requires membership in PMI®. The PMINZ shall not accept as members any individuals who have not been accepted as PMI® members.
- b. Membership in this organisation is voluntary and shall be open to any eligible person interested in furthering the purposes of the organisation. 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.

- c. Members shall be governed and abide by the PMI® bylaws and by the rules of the PMINZ and all policies, procedures, rules and directives lawfully made thereunder, including but not limited to the PMI® Code of Ethics and Professional Conduct.
- d. All members shall pay the required PMI® and PMINZ membership dues to PMI® and in the event, that a member resigns, or their membership is revoked for just cause, membership dues shall not be refunded by PMI® or the PMINZ.
- e. Membership of the PMINZ shall terminate upon the member's resignation (in writing to the Secretary), 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 for a period of one (1) month and their names removed from the official membership list of the PMINZ. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI® and the PMINZ to PMI® within such one-month delinquent period.
- g. Upon termination of membership in the PMINZ, the member shall forfeit all rights and privileges arising from such membership.
- h. The PMINZ Board shall have the right to determine criteria for maintaining good standing in PMINZ, with the exception that loss of good standing in PMI will automatically cause loss of good standing in PMINZ. Individuals who are denied membership by loss of good standing may request reinstatement by PMI®, which will define its own by-laws and procedures for granting or denying such requests.

## **6.2. Conflict Resolution Process**

- a. Where a formal complaint has been raised by a party to a dispute with the other party to that dispute, the parties shall endeavour to resolve their dispute informally between or amongst themselves.
- b. If informal mediation is unsuccessful, both parties or one or the other may refer the dispute to PMI, who will then help the parties try to resolve the dispute.
- c. If these efforts are also unsuccessful, PMI® will appoint a mediator from among the PMI volunteers trained in mediation and schedule the mediation. If the dispute is settled, a written agreement detailing the terms of the settlement will be prepared and signed by the parties and the mediator.
- d. Where the dispute is not resolved through mediation, and the mediator believes that additional mediation would not be worthwhile, then the aggrieved party may notify PMI® that the mediation has been unsuccessful.
- e. Any party who desires to pursue the dispute further shall refer the matter for arbitration. An arbitrator chosen by the parties will determine the dispute and

his decision shall be final and enforceable.

### **6. 3. Classes and Categories of Members**

The PMINZ membership categories shall be the same categories as those provided by PMI.

PMINZ will have three classes of members, with the following rights and privileges:

- Member - Any person who meets the general membership eligibility qualifications. Members will have voting rights and may stand for elected office.
- Student Members - Any person is qualified for student membership if they meet the general membership eligibility qualifications and are registered in an accredited educational institution on a full-time basis.
- Retiree Member – Any person who has been a PMI Member in good standing for five (5) consecutive years, and who has retired from active employment, qualifies for PMINZ Retiree membership. Retiree Members shall have all member rights.

Formatting changes only from 2017 version

## **Article 7 – Board of Directors**

**7.1** The PMINZ shall be governed by a Board of Directors (Board). The Board shall be responsible for carrying out the purposes and objectives of PMINZ and all that this constitution stands for. The board shall exercise authority over all PMINZ business and funds.

The Board shall exercise all powers of the PMINZ and is authorised to adopt and publish such policies and rules as may be necessary and are not prohibited by this constitution, the PMI® Bylaws and policies, its charter with PMI, and the laws of New Zealand.

**7.2** Board Directors shall serve for a term of three (3) years but shall be eligible for re-election to no more than a further two (2) consecutive terms on the Board. These positions are staggered so that no more than four (4) positions are elected each year.

**7.3** The elected Executive Directors of PMINZ Board shall comprise of:

- President
- Vice President of Finance
- Five Vice Presidents.

Allocation of roles to Board Directors shall be carried out by the Board in the first face to face meeting held following the announcement of election results. Roles may be changed to meet the needs of the Board and the Chapter on an ongoing basis.

If the President's full term ends in the current year the Board shall elect the new President for the upcoming term from the elected Board Directors.

**7.4** In addition to the elected Executive Directors, the Board may co-opt additional members (Non-Executive Directors). Non-Executive Directors will have the same rights and responsibilities as elected members except they will not have voting rights.

Non-Executive Directors shall be subject to the same term limits as those for Executive Directors as defined under sub-section 7.2.

**7.5** The President shall be the chief executive officer for the PMINZ 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 participate and vote on all committees except the Nominating Committee.



- 7.6** The Board shall appoint one director who shall keep the records of all business meetings of the PMINZ and meetings of the Board. This person will also be the Contact Officer is also responsible for advising the Registrar of Incorporated Societies of any changes to the Constitution.
- 7.7** The Vice President of Finance shall oversee the management of funds for duly authorised purposes of the PMINZ and is responsible for preparing and presenting financial statements at the Annual General Meeting.
- 7.8** The Board may at its discretion appoint an elected Board director to assist the President in his/her duties and represent the President in their absence.
- 7.9** The Board shall meet at the call of the President, or at the written request of three (3) Board directors of the PMINZ. A quorum shall consist of a majority of the elected membership of the Board.

Each Executive Director shall be entitled to one (1) vote. At its discretion, the Board may conduct its business by electronic media or other legally acceptable means. Meetings shall be conducted in accordance with parliamentary procedures as may be determined by the Board.

- 7.10** The Board may declare a vacancy where a Director ceases to be a member in good standing of PMI or of the PMINZ because of non-payment of dues, or where the Board Director fails to attend three (3) consecutive Board meetings.

A Director may resign by submitting a written notice to the President.

- 7.11** A Director may be removed from office for just cause in connection with the affairs of the organisation by a majority vote of the members present and in person at an official meeting of the membership, or by a majority vote of the Board.
- 7.12** In the event the President is unable or unwilling to complete the current term of office, the Board will vote to appoint a successor to act with full powers of the position from one of the Executive Directors until members can elect a successor at the next available election opportunity as defined in sub-section 7.2.

If any other elected Board position becomes vacant, the Board may appoint a suitably skilled Chapter member in good standing to serve out the unexpired portion of the term.

Number of sub sections reduced and/or re-sequenced.

Significant rewording of many parts of the whole.

Terms of office 3 years instead of current 2

Numerous changes to role responsibilities compared to 2017 constitution

## **Article 7 – PMINZ Board of Directors and Executive Committee (2017)**

- 7.1** The PMINZ shall be governed by a Board of Directors (Board). The Board shall be responsible for carrying out the purposes and objectives of PMINZ and all that this constitution stands for.
- 7.2** The Board shall consist of 7 (seven) members of the PMINZ elected by the membership and shall be members in good standing of PMI and of the PMINZ.
- 7.3** Members of the Board shall serve on the Board for a period of two (2) years, but shall be eligible for re-election to a further two (2) consecutive terms in the same position, and no more than four (4) consecutive terms on the Board in general. These positions are staggered so that no more than four (4) positions are elected each year.
- 7.4** Officers of PMINZ shall comprise, the President, Secretary, Treasurer, Branch Chairs, and the Vice-President all of whom shall be elected positions.
- 7.5** The President shall be the chief executive officer for the PMINZ 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 participate and vote on all committees except the Nominating Committee.
- 7.6** The Secretary will be the Contact Officer and shall keep the records of all business meetings of the PMINZ and meetings of the Board. The Secretary is responsible for advising the Registrar of Incorporated Societies of any changes to the Constitution.
- 7.7** The Treasurer shall oversee the management of funds for duly authorised purposes of the PMINZ and is responsible for preparing and presenting financial statements at the Annual General Meeting.
- 7.8** The Branch Chairs shall represent the views of the Branch Committees to the Board and implement Board decisions in the regions.
- 7.9** The Vice President shall assist the President in his/her duties and represent the President in his/her absence.
- 7.10** The Board shall exercise all powers of the PMINZ, except as specifically prohibited by these rules, the PMI® Bylaws and policies, its charter with PMI, and the laws of New Zealand. The Board shall be authorised 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 PMINZ business and funds.
- 7.11** 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 a majority of the

elected membership of the Board at any given time. Each member shall be entitled to one (1) vote and may take part and vote in person only. At its discretion, the Board may conduct its business by electronic media or other legally acceptable means. Meetings shall be conducted in accordance with parliamentary procedures as may be determined by the Board.

- 7.12** The Board of Directors may declare an officer position to be vacant where an officer ceases to be a member in good standing of PMI or of the PMINZ because of non-payment of dues, or where the officer fails to attend three (3) consecutive Board meetings. An officer may resign by submitting written notice to the President. 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.
- 7.13** An officer may be removed from office for just cause in connection with the affairs of the organisation by a majority vote of the members present and in person at an official meeting of the membership, or by a majority vote of the Board.
- 7.14** If any officer position becomes vacant, the Board may 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 Board will vote to appoint a successor to act with full powers of the position from within the Board until members can elect a successor at the next available election opportunity as provided in the rules. The Board may call for a special election by the chapter's membership to fill any vacant position for the remainder of the term.
- 7.15** Should the position of a Branch Chairperson on the Board become vacant, the Branch Committee may recommend a member of the Branch Committee to the vacant position for Board approval, until the next available election opportunity. The appointed member will have full powers of the position.
- 7.16** In addition to elected members, the Board may co-opt additional members. Co-opted members will have the same rights and responsibilities as elected members except they will not have voting rights.

## **Article 8 – Nominations and Elections**

- 8.1** The nomination and election of officers and directors shall be conducted in accordance with New Zealand law, PMI rules, and this constitution.

All members of the PMINZ in good standing shall have the right to vote in the election of Executive Directors.

In nomination and election processes for any role whatsoever, discrimination based on race, colour, creed, gender, age, marital status, national origin, religion, physical or mental disability, or unlawful purpose is prohibited.

- 8.2** Candidates who are elected shall take office no later than first day of January following their election and shall hold office for the duration of their terms or until their successors assume office under these rules.

- 8.3** A Nominating Committee shall prepare a list 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 (a) during the annual general meeting of the membership; or (b) by electronic vote in compliance with the legal jurisdiction. The candidate who receives a majority of votes cast for each office shall be regarded duly elected. Ballots shall be counted by the Nominating Committee or by tellers designated by the Board.

- 8.4** No current member of the Nominating Committee shall be included in the list of nominees prepared by the Committee.
- 8.5.** 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 organised electioneering, communications, fund-raising or other organised 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.

No changes from 2017 version

## **Article 9 – Committees**

### **9.1 Formation**

- a. The Board may authorise the establishment of standing or temporary committees to advance the purposes of the organisation.
- b. The Board shall issue Terms of Reference to each committee, which define the committee’s purpose, authority and outcomes. Committees are responsible to the Board.
- c. The PMINZ Board Directors can serve on the PMINZ Committees, unless it specifically is restricted by the Rules.

### **9.2 Appointments**

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

Wording the same as 2017, has been reformatted.

## **Article 10 - Finance**

- 10.1** The fiscal year of the PMINZ shall be from January 1 to December 31, inclusive.
- 10.2** The PMINZ Board shall establish policies and procedures to govern the management of its finances and shall submit required tax returns to appropriate government authorities.
- 10.3 Membership Dues**
- a. PMINZ annual membership dues shall be annually reviewed and set by the PMINZ Board.
  - b. If an increase in member's dues is deemed appropriate this will be decided at a Board meeting and carried by a simple majority of those present.
  - c. Members will be notified of the increase by advertisement in accordance with the membership communication policy as soon as all due process has been affected.
  - d. PMINZ annual membership dues shall be communicated to PMI in accordance with policies and procedures established by PMI.
- 10.4** All dues, billings, dues collections and dues disbursements shall be performed by PMI.
- 10.5 Financial Management**
- PMINZ finances will be managed according to the following principles and practices:
- a. PMINZ will maintain reserve funds to manage risk, to underwrite events such as a national conference, cover operational costs and to provide funding for new initiatives.
  - b. In all other respects, PMINZ will follow generally accepted accounting practices and obligations defined by New Zealand law.
  - c. The annual accounts will be subject to an independent audit by professional accountants.
- 10.6 Assets**
- All PMINZ assets will be held in the name of PMINZ.
- 10.7 Financial Controls**
- a. The financial operations of PMINZ will be conducted under budgetary control. The Vice President of Finance, in consultation with all Board members, will prepare an annual budget for approval.
  - b. The annual budget will be based upon the Branch budgets for expenditure and any expenditure proposed by Board members.
  - c. Funding of Branches and PMINZ will be in accordance with the PMINZ funding policies.
  - d. The Board will approve an annual budget within the first quarter of the fiscal year.

## **10.8 Billing Procedures**

The Board will ensure that there are defined procedures for billing and collecting members' dues and fees and these are in accordance with the PMINZ Membership Policy.

## **10.9 Non-budgeted items**

The majority consent of the Board, in quorum, is required for any reimbursement of non-budgeted items.

## **10.10 Financial Delegations**

Any financial delegations by the Board will be made in writing.

## **10.11 Debts**

PMINZ may not incur any debts that are more than its cash-on-hand, borrow or raise money without the unanimous consent of the Board. Any debt instrument issued in the name of PMINZ will require co-signatures of all Board members.

## **10.12 Acquiring Property**

PMINZ may, by a decision of the Board, purchase, take on lease, or in exchange, on hire or otherwise acquire any real or personal property or any rights or privileges, or mortgage, exchange, let on bail or lease. By a decision of the Board, PMINZ may in any manner dispose of any such property, rights or privileges.

## **10.13 Reporting and Auditing**

The Vice President of Finance will be responsible for:

- a. Presenting the association's audited financial position and records to members at the Annual General Meeting.
- b. Ensuring that the PMINZ financial records are audited and published for the membership at large.

Audited financial position and records must be presented to members at the Annual General Meeting.

No of sub sections reduced

Rewording to clarify meaning in numerous places.

Re-ordering of sub sections to improve readability and flow.

Reformatting

## **Article 10 - PMINZ Finance: (2017)**

- 10.1** The fiscal year of the PMINZ shall be from January 1 to December 31, inclusive.
- 10.2** PMINZ annual membership dues shall be annually reviewed and set by the PMINZ Board. If an increase in member's dues is deemed appropriate this will be decided at a Board meeting and carried by a simple majority of those present. Members will be notified of the increase by advertisement in accordance with the membership communication policy as soon as all due process has been effected. PMINZ annual membership dues shall be communicated to PMI in accordance with policies and procedures established by PMI.
- 10.3** The PMINZ Board shall establish policies and procedures to govern the management of its finances and shall submit required tax returns to appropriate government authorities.
- 10.4** All dues, billings, dues collections and dues disbursements shall be performed by PMI.
- 10.5** Audited financial position and records must be presented to members at the Annual General Meeting.
- 10.5** PMINZ may purchase, take on lease, or in exchange, on hire or otherwise acquire any real or personal property or any rights or privileges, or mortgage, exchange, let on bail or lease. PMINZ may in any manner dispose of any such property, rights or privileges.
- 10.6** PMINZ finances will be managed according to the following principles and practices.
- 10.6.1** PMINZ will maintain reserve funds to manage risk, to underwrite events such as a national conference, cover operational costs and to provide funding for new initiatives.
- 10.6.2** In all other respects, PMINZ will follow generally accepted accounting practices and obligations defined by New Zealand law.
- 10.6.3** The annual accounts will be subject to an independent audit by professional accountants.

### **10.7 Assets**

All PMINZ assets will be held in the name of PMINZ.

## **10.8 Financial Controls**

The financial operations of PMINZ will be conducted under budgetary control. The Treasurer, in consultation with all Board members, will prepare an annual budget for approval. The annual budget will be based upon the Branch budgets for expenditure and any expenditure proposed by Board members. Funding of Branches and PMINZ will be in accordance with the PMINZ Funding Policy. The Board will approve an annual budget within the first quarter of the fiscal year.

## **10.9 Billing Procedures**

The Board will ensure that there are defined procedures for billing and collecting members' dues and fees and these are in accordance with the PMINZ Membership Policy.

## **10.10 Non-budgeted items**

The majority consent of the Board, in quorum, is required for any reimbursement of non-budgeted items.

## **10.11 Financial Delegations**

Any financial delegations by the Board will be made in writing.

**10.12 Debts** PMINZ may not incur any debts that are more than its cash-on-hand, borrow or raise money without the unanimous consent of the Board. Any debt instrument issued in the name of PMINZ will require co-signatures of all Board members.

**10.13 PMINZ** may, by a decision of the Board, purchase, take on lease, or in exchange, on hire or otherwise acquire any real or personal property or any rights or privileges, or mortgage, exchange, let on bail or lease. By a decision of the Board, PMINZ may in any manner dispose of any such property, rights or privileges.

**10.14 The Treasurer** will be responsible for presenting the association's audited financial position and records to members at the Annual General Meeting.

**10.15 The Treasurer** will be responsible for ensuring that the association's financial records are audited and published for the membership at large.

**10.16 The Treasurer** will be responsible for the distribution of funds to Branch Treasurers in accordance with the PMINZ Funding Policy.



## **Article 11 - Common Seal**

- 11.1** The common seal of office of PMINZ may be used as directed by the President. The Secretary will be responsible for the safe custody and control of the seal of office.
- 11.2** Whenever the common seal of PMINZ is required to be affixed to any document or other instrument, the seal will be duly affixed and countersigned by the President and one other member of the Board as the Board may appoint.

No change from 2017 version

## **Article 12– Meetings of the Membership**

### **12.1 Annual General Meetings**

- a. An annual general meeting of the membership shall be held at a date and location to be determined by the Board.
- b. Notice of all annual meetings shall be sent by the Board to all members at least 30 days in advance of the meeting date.
- c. Participation in such meetings may be either in person or by means of audio, visual or electronic communications.
- d. The Board must ensure that reports pertaining to the annual affairs of the organisation, financial statements and any notices of disclosures are provided to members.
- e. Actions at the annual general meeting shall be limited to those agenda items contained in the notice of the meeting, and the meeting will be minuted.

### **12.2 Special Meetings**

- a. 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.
- b. Notice of all special meetings shall be sent by the Board to membership a reasonable amount of time in advance of the meeting date to allow membership the opportunity to participate in such special meetings.
- c. The notice should indicate the time and place of the meeting and include the proposed agenda.
- d. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting, and the meeting will be minuted.

**12.3** Quorum for voting on all questions, resolutions, and other actions at all annual and special meetings of the PMINZ shall be 20 members in actual attendance of good standing in addition to board directors in attendance.

**12.4** All meetings shall be conducted per parliamentary procedures (Robert's Rules of Order) as determined by the Board.

Changes to formatting to improve readability. No changes to wording.

## Article 13– Branches of the PMINZ

### 13.1 Establishing Branches.

- a. Upon written permission granted by PMI via the charter agreement, the PMINZ Chapter shall be permitted to establish a Branch or Branches for delivering its services.
- b. A Branch of PMINZ shall conduct its business in compliance with PMINZ’s policies and procedures and its charter with PMI.
- c. Branches shall abide by the chapter’s charter agreement with PMI.

### 13.2 Geographic Area.

Each Branch formed will not extend its services beyond the geographic boundaries defined of the Chapter.

### 13.3 Distribution of Dues.

All PMINZ dues & fees will be collected by PMI<sup>®</sup> on behalf of the PMINZ and will be forwarded to PMINZ. The PMINZ will allocate funds to the Branch in accordance to PMINZ’s policies & procedures. Branches shall not create their own membership or dues.

### 13.4 Suspension or Winding Up.

A Branch may be suspended or wound up by the PMINZ Board according to the current PMINZ Policies.

Sub section on sub branches removed

Suspension or winding up of branches sub section has been reworded.

Reformatting

## Article 13– Branches of the PMINZ (2017)

### 13.1 Establishing a Branch.

Upon written permission granted by PMI via the charter agreement, the PMINZ Chapter shall be permitted to organise its members who reside in geographically limited areas in groups (hereinafter Branch) for delivering its services locally. A Branch of PMINZ shall be governed by this constitution and shall conduct its business in compliance with PMINZ’s policies and procedures and its charter with PMI.

### 13.2 Geographic Area.

Each Branch formed will not extend its services beyond the geographic boundaries defined of the Chapter.

### 13.3 Distribution of Dues.

All PMINZ dues & fees will be collected by PMI<sup>®</sup> on behalf of the PMINZ and will

18

be forwarded to PMINZ. The PMINZ will allocate funds to the Branch in accordance to PMINZ's policies & procedures. Branches shall not create their own membership or dues.

**13.4** The Branch Chair will be elected under Article 8 of this constitution and will be a member of the Chapter's Board of Directors. Other Branch positions will be appointed by the Branch committee based on PMINZ volunteer appointment policies and on merit.

**13.5 Limitations:**

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

**13.6 Suspension or Winding Up.**

A Branch may be suspended or wound up by the PMINZ Board according to the current PMINZ Branch Policy. If either of these events occurs, any Branch funds and assets will be transferred to PMINZ.

**13.7 Sub Branches**

Sub branches of two types can be formed with the approval of the PMINZ Board:

**13.7.1** A branch may form in its region a sub branch or group that will act as local representation or PMINZ for the benefit of members in geographically remote locations. The sub branch or group will report to their regional branch and the branch will provide infrastructural support including funding and liaison with the PMINZ Board.

**13.7.2** Sub branches based on non-geographical criteria can also be formed.

These can be:

**13.7.2.1** Local interest group.

**13.7.2.2** Student or education groups.

**13.7.2.3** Industry or technical sector groups.

## **Article 14 – Inurement and Conflict of Interest**

**14.1** No member of the PMINZ shall have personal interest or receive pecuniary gain, benefit or profit, incidental to or otherwise, from the activities, financial accounts and resources of the PMINZ, except as otherwise provided in this constitution.

**14.2** No authorised representative of the PMINZ shall receive any compensation, or other tangible or financial benefit for service on the Board. Such interests extend to other positions held by the Board or individuals who may be of direct relationship or where financial interest in a person exists with regards to the

matter of the Board. However, the Board may authorise payment by the PMINZ of actual and reasonable expenses incurred by an authorised representative for Board approved meetings or other approved activities.

- 14.3** PMINZ may engage in contracts or transactions with members or authorised representatives of PMINZ and any corporation, partnership, association or other organisation in which one or more of PMINZ's authorised representatives are: directors or officers, have a financial interest in, or are employed by the other organisation provided the conditions of sub-section 14.2 are met.
- a. The facts regarding the relationship or interest as they relate to the contract or transaction are disclosed to the Board prior to commencement of any such contract or transaction;
  - b. The Board in good faith authorises the contract or transaction by a majority vote of the directors who do not have an interest in the transaction or contract;
  - c. The contract or transaction is fair to PMINZ and complies with the laws of New Zealand at the time the contract or transaction is authorised, approved or ratified by the board of directors.
- 14.4** All authorised representatives of the PMINZ shall act in an independent manner consistent with their obligations to the PMINZ and applicable law, regardless of any other affiliations, memberships, or positions.
- 14.5** All authorised representatives shall disclose any interest or affiliation they may have with any entity or individual with which the PMINZ has entered, or may enter, into contracts or transactions, and will refrain from voting on, or influencing the consideration of, such matters.

Changes to wording based on legal advice (see in particular 14.2)

#### **Article 14 – Inurement and Conflict of Interest: (2017)**

- 14.1** No member of the PMINZ shall receive any pecuniary gain, benefit or profit, incidental to or otherwise, from the activities, financial accounts and resources of the PMINZ, except as otherwise provided in these rules.
- 14.2** No officer, director, appointed committee member or authorised representative of the PMINZ shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorise payment by the PMINZ of actual and reasonable expenses incurred by an officer, director, committee member or authorised representative regarding attendance at Board meetings and other approved activities.
- 14.3** PMINZ may engage in contracts or transactions with members, elected

officers or directors of the Board, appointed committee members or authorised representatives of PMINZ and any corporation, partnership, association or other organisation in which one or more of PMINZ'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:

- 14.3.1** 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;
  - 14.3.2** 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;
  - 14.3.3** The contract or transaction is fair to PMINZ and complies with the laws of New Zealand at the time the contract or transaction is authorised, approved or ratified by the board of directors.
- 14.4** All officers, directors, appointed committee members and authorised representatives of the PMINZ shall act in an independent manner consistent with their obligations to the PMINZ and applicable law, regardless of any other affiliations, memberships, or positions.
- 14.5** 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 PMINZ 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 15 - Indemnification**

- 15.1** In the event that any person who is or was an authorised representative of the PMINZ, acting in good faith and in a manner believed to be in the best interests of the PMINZ, has been or is threatened to be made party, to any civil, criminal, administrative, or investigative action or proceedings (other than an action or proceedings by or in respect of the rights of the association).
- 15.2** Such representative stands indemnified by PMINZ in respect of any liability including reasonable expenses, legal expenses and costs, actually and reasonably incurred, judgments, orders, or fines and amounts paid in settlement of such action or proceedings to the fullest extent permitted by the jurisdiction in which the organisation is incorporated.
- 15.3** Where the representative has been successful in defending the action, indemnification is mandatory.
- 15.3** 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.

- 15.4** To the extent permitted by applicable law, the PMINZ may purchase and maintain liability insurance on behalf of any person who is or was an authorised representative of the PMINZ, or is or was serving at the request of the PMINZ 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.

Rewording in places based on legal advice (see 15.1 which in the 2019 version been split into two sub section to improve readability)

### **Article 15 – Indemnification (2017)**

- 15.1** In the event that any person who is or was an officer, director, committee member, or authorised representative of the PMINZ , acting in good faith and in a manner reasonably believed to be in the best interests of the PMINZ , has been made party, or is threatened to be made a party, to any civil, criminal, administrative, or investigative action or proceedings (other than an action or proceedings by or in respect of the rights of the association), such representative stands indemnified by PMINZ in respect of any liability whatsoever including reasonable expenses, legal expenses and costs, actually and reasonably incurred, judgments, orders, or fines and amounts paid in settlement of such action or proceedings 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.
- 15.2** 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.
- 15.3** To the extent permitted by applicable law, the PMINZ 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 PMINZ, or is or was serving at the request of the PMINZ 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 16 - Amendments**

- 16.1** This constitution may be amended by a 60 % vote of the eligible membership by

electronic ballot; or by a 60% vote at an annual general meeting of the PMINZ duly called and regularly held; or by a 60 % vote of the eligible membership within thirty (30) days of the date by which members can reasonably be presumed to have received the ballot. Notice of proposed changes shall be sent in writing to the membership at least thirty (30) days before such meeting or vote.

- 16.2** Amendments may be proposed by the Board on its own initiative, or upon petition by ten percent (10%) of the eligible members addressed to the Board. All such proposed amendments shall be presented by the Board with or without recommendation.
- 16.3** All amendments must be consistent with New Zealand law, PMI's bylaws and the policies, procedures, rules and directives established by the Board, as well as with the PMINZ's Charter with PMI and signed by at least three members.
- 16.4** When changes to this constitution are agreed by the members, they do not take effect until filed with the Registrar of Incorporated Societies.

16.1 reworded and shortened

16.1 (2017 version)

- 16.1** This constitution may be amended by a 60 % vote of the voting membership in good standing voting by electronic ballot; or by a 60% vote of the membership present and voting at an annual general meeting of the PMINZ duly called and regularly held; or by a 60 % vote of the voting membership in good standing voting within thirty (30) days of the date by which members can reasonably be presumed to have received the ballot. Notice of proposed changes shall be sent in writing to the membership at least thirty (30) days before such meeting or vote

## **Article 17 – Dissolution**

- 17.1** If the PMINZ or its governing officers failed to act per these rules, its policies or all PMI<sup>®</sup> policies, procedures, and rules outlined in the charter agreement, PMI<sup>®</sup> has a right to revoke the PMINZ Charter and require the chapter to seek dissolution.
- 17.2** In the event the PMINZ fails to deliver value to its members as outlined in PMINZ's business plan and without good cause or justification, the Chapter acknowledges that PMI<sup>®</sup> has a right to revoke the PMINZ Charter and require the chapter to seek dissolution.
- 17.3** In the event the PMINZ is considering dissolving, the members of the PMINZ's Board of Directors must notify PMI<sup>®</sup> in writing and follow the Chapter dissolution procedure as defined in PMI's policy.
- 17.4** Should the PMINZ dissolve for any reason, its surplus assets shall be dispersed to a not for profit organisation registered in New Zealand with the purpose of advancing management education after the payment of just, reasonable and supported debts,

consistent with applicable legal requirements.

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

No changes from 2017 version