

# Proposed

## **Constitution of the Project Management Institute of New Zealand Incorporated 2023**

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October 2024

V2.0

## 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 was incorporated as an incorporated society pursuant to the Incorporated Societies Act 1908 (NZ) under number 652015 on 5 October 1994. It is a society of persons associated to advance the practice, science, and profession of project management but not for pecuniary gain.
- 1.3. 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, to which all communications may be addressed, shall be at 13 West Street, Pukekohe 2120, New Zealand or such other situation as may be designated by the Board of Directors and duly notified to the Registrar as required by the Act. 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.

## 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 PMI®'s current 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.

## Article 3 – Definitions and Interpretations

**“Act”** means the Incorporated Societies Act 1908.

**“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 may be, to execute or perform a specific role or function.

**“Charter”** means the PMINZ's Chapter Charter Agreement with PMI which confirms that PMINZ meet PMI's minimum performance requirements and is in compliance with PMI policies. The charter must be renewed annually.

**“Co-opted Director”** is a Director co-opted by the Board pursuant to Article 7.4.

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

**“Director”** means a director holding such directorship on the PMINZ Board of Directors, who may be an Elected Director or a Co-opted Director.

**“Elected Director”** is a Director duly elected pursuant to Article 8.

**“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 Director.

**“Registrar”** means the Registrar of Incorporated Societies.

**“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.

**“Vice President”** means a Director appointed a vice president pursuant to Article 7.6.

## **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 this constitution.
- 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 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.

#### **d. Personal benefit/Employment**

As a not-for-profit organisation, the officers and members may not receive any distributions of profit or income from it. This does not prevent:

- officers or members receiving reimbursement of actual and reasonable expenses incurred, and
- members who are not officers from entering into any transactions with the organisation for goods or services supplied to or from them, which are at arms length, relative to what would occur between unrelated parties.

Provided no officer or member is allowed to influence any such decision made by the organisation in respect of payments or transactions between it and them, their direct family or any associated entity.

## **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;
- r. hire and manage staff.

## **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 of PMINZ shall be open to any eligible person interested in furthering the purposes of the society. 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® membership dues which includes membership to PMINZ 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 Contact Officer), 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® 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 necessary and if the dispute meets the eligibility criteria of the PMI Conflict Resolution Program, then that program will be employed.
- d. If the dispute does not meet the eligibility criteria of the PMI Conflict Resolution Program, 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.
- e. 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.
- f. Any party who desires to pursue the dispute further shall refer the matter for arbitration. An arbitrator chosen by the parties, or if they are unable to agree, by PMI®, will determine the dispute and the 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.

## **Article 7 – Board of Directors**

- 7.1 The PMINZ shall be governed by a Board of Directors (Board), comprising 7 Elected Directors elected in accordance with the provisions of Article 8, and any Co-opted Directors co-opted pursuant to Article 7.4.

- 7.2 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 may 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.
- 7.3 The Elected 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 (to the intent that no director shall serve continuously for more than nine years but may seek re-election after being out of office for three years or longer). These positions are staggered so that no more than four (4) positions are elected each year.
- 7.4 In addition to the Elected Directors, the Board may co-opt additional directors (“Co-opted Directors”). Where a Co-opted Director is appointed to serve out the term of an Elected Director who has ceased to be a Director, then the Co-opted Director will have voting rights to the end of that term.

Where a Co-opted Director is appointed to a Board role because no Elected Director with the requisite skills is available to perform that role then the Co-opted Director will not have voting rights. When the Board appoints such a Co-opted Director, the Board shall specify the Co-opted Director’s intended term of office, which shall not exceed three (3) years.

In all other regards Co-opted Directors shall have the same rights and responsibilities as Elected Directors.

Co-opted Directors at the time of the adoption of this constitution are listed in Appendix 1 and are deemed to have been validly appointed.

- 7.5 If the President is serving the last year of the President’s third term or does not intend to seek re-appointment, the President shall continue in office until the President’s successor has been duly appointed and their term as President has commenced.
- 7.6 At the first face to face meeting of the Board after 30 July each year, the Board shall appoint:
- A President
  - A Contact Officer
  - A Vice President of Finance
  - Other Vice Presidents.

The President shall be an Elected Director.

The Contact Officer and Vice Presidents shall be Elected Directors if practicable, but if through lack of the requisite expertise among Elected Directors or any other good reason the Board considers it impracticable to fill the Contact Officer role or a Vice President role by appointing an Elected Director, the Board may appoint a Co-opted Director.

Vice Presidents shall be responsible for assuming leadership in respect of a role designated by their title. Roles may be changed to meet the needs of the Board and the Chapter on an ongoing basis.

- 7.7 The President shall be the Board chairperson and, where there is no other appointed PMINZ chief executive officer act also in that role, 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* on all committees except the Nominating Committee with the right to participate and vote.

- 7.8 The Contact Officer shall be responsible for ensuring minutes are kept of general meetings and meetings of the Board, and records of all business meetings of the PMINZ . The Contact Officer is also responsible for advising the Registrar of any changes to the Constitution and notifying the Registrar of all other matters required to be notified.
- 7.9 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.
- 7.10 The Board may at its discretion appoint an Elected Director to assist the President in the President’s duties and represent the President in the President’s absence.
- 7.11 The Board shall meet at the call of the President, or at the written request of three(3) Elected Directors. A quorum shall consist of a majority of the Elected Directors.
- Each Elected 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.
- 7.12 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 shall cease to be a Director upon submitting a written resignation to the President.
- 7.13 A Director may be removed from office for just cause in connection with the affairs of the organisation by a majority vote of the Board or a majority vote of the members present in person at an Annual General Meeting or Special Meeting.
- 7.14 In the event the President is unable or unwilling to complete the current term of office, the Board will vote to appoint a successor from one of the Elected Directors to act with full powers of the position until members can elect a successor in accordance with Article 8.3 and Article 7.6.

Pursuant to Article 7.4 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.

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

- 8.1 The nomination and election of Elected 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 the Elected 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 is prohibited. Nor shall a person be nominated or elected to a role for an unlawful purpose.

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 appointed by the Board pursuant to Article 9, shall prepare a list containing nominees for election to be Elected Directors 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 number of Elected Directors to be elected shall not exceed the number of vacancies at the time of the election.

The highest polling candidates, up to the number required to fill the vacancies, shall be declared to be 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 PMINZ 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.

## **Article 9 – Committees**

### **9.1 Formation**

- a. The Board may establish 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.

## **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.PMINZ

### **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 and adhere to PMINZ's Delegated Authority Framework.

#### **10.11 Debts**

PMINZ may not borrow money from or lend money or real property to any other entity or another PMI Chapter.

#### **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.

### **Article 11 - Common Seal**

- 11.1 The common seal of office of PMINZ may be used as directed by the President. The Contact Officer will be responsible for the safe custody and control of the common seal.
- 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.

### **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 minutes shall be kept of the proceedings.

### **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 minutes shall be kept of the proceedings.

12.3 The quorum for Annual General Meetings and Special Meetings of the PMINZ shall be 20 members of good standing in actual attendance (in person or virtually present) in addition to Board Directors in attendance. A meeting cannot start unless there is a quorum present, nor can it continue if the quorum is lost during the meeting. The meeting start time can be delayed by up to twenty minutes in order to reach the quorum, after which the meeting shall be rescheduled. A member represented by a proxy or declaring an interest is not counted in the quorum.

12.4 Quorum for voting on all questions, resolutions, and other actions at all annual and special meetings of the PMINZ shall be 20 members of good standing in actual attendance (in person or virtually present) in addition to Board Directors in attendance.

12.5 Quorum for voting on all questions, resolutions, and other actions by electronic ballot shall be 20 members of good standing in addition to Board Directors.

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

## **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 and fees will be collected by PMI® 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 and 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.

## **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.

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 Articles 14.2 and 14.3 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.

## **Article 15 - Indemnification**

- 15.1 This Article 15 applies 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 PMINZ).
- 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.
- 15.4 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.
- 15.5 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.

## **Article 16 - Amendments**

- 16.1 This constitution may be amended in one of the following ways:
- a. A resolution adopted by a majority of 60 % of the votes cast by eligible members in good standing voting by electronic ballot, or;

- b. A resolution adopted by a majority of 60 % of the votes cast by eligible members in good standing present in person, or virtually present, at an annual general meeting or a special general meeting of the PMINZ duly called and regularly held.

Where the proposed amendment is to be considered and voted on by electronic ballot, the proposed amendment shall be notified to the membership in writing at least thirty (30) days before the closing date of the ballot.

Where the proposed amendment is to be considered at a general meeting, the proposed amendment shall be notified to the membership in writing at least thirty (30) days before the date of the meeting.

- 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 an alteration to this constitution is agreed by the members, it does not take effect until the Registrar has registered the alteration.

- 16.5 No addition to, deletion from or alteration of the organisation's rules shall be made which would allow personal pecuniary profits to any individuals. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

## **Article 17 – Dissolution**

- 17.1 If the PMINZ or its governing officers failed to act per these rules, its policies or all PMI® policies, procedures, and rules outlined in the charter agreement, PMI® 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® 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® 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.
- 17.6 On winding up or dissolution of the organisation any surplus funds or assets shall not be paid or distributed to any members or individuals but shall be:
- applied to a purpose in line with the organisation’s objects, or
  - given or transferred to another not-for-profit sporting organisation or a registered charity.

Constitution Review Committee Members

Nicola Faithfull \_\_\_\_\_

Carol Speirs \_\_\_\_\_

Michele Liddicoat \_\_\_\_\_

Signature indicates approval