

**CONSTITUTION OF  
Project Management Institute Western Australia Chapter Association Inc.**

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**1. Name of Association**

1.1. The name of the Association is,

Project Management Institute Western Australia Chapter Association Incorporated (or Inc.)

Also known as the “PMI – WA Chapter” or “WA Chapter”.

**2. Definitions**

In these rules, unless the contrary intention appears;

"Board meeting" means meeting referred to in rule 17.1;

"Board member" means person referred to in paragraph (a), (b), (c), (d) or (e) of rule 10.1;

"financial year" has the meaning given by section 3 of the Act, a reference in that section to;

(a) "an incorporated association" or "the association" being construed as a reference to the Association; and

(b) "the Board of Directors" being construed as a reference to the Board;

"general meeting" means meeting convened under rule 16;

"member" means member of the Association;

"ordinary resolution" means resolution other than a special resolution;

"special resolution" has the meaning given by section 51 of the Act;

"the Act" means the Associations Incorporation Act 2015;

"the Association" means the Association referred to in rule 1;

"the President" means;

(a) in relation to the proceedings at a Board meeting or general meeting, the person presiding at the Board meeting or general meeting in accordance with rule 12; or

(b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in rule 11.1(a) or, if that person is unable to perform his or her functions, the Vice President;

"the Board" means the Board of Management of the Association referred to in rule 11.1;

"the Secretary" means the Secretary referred to in rule 11.1(c);

"the Director, Finance" means the Director, Finance referred to in rule 11.1(d);

"the Vice-President" means the Vice-President referred to in rule 11.1(b).

**3. Objects of Association**

3.1. The objects of the Association are;

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- To uphold the purpose and objectives of the Project Management Institute within the boundaries of Western Australia
- To support the project management community of Western Australia by providing an environment for the exchange of knowledge and ideas
- To promote the use of PMI concepts and methods within Western Australian organisations
- To facilitate education for the purpose of increasing the level of project management expertise and PMI accreditation within Western Australian organisations

3.2. The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

#### **4. Powers of Association**

4.1. The powers conferred on the Association by section 14 of the Act are subject to the following additions, exclusions or modifications;

No additions, exclusions or modifications apply.

#### **5. Qualifications for membership of Association**

- 5.1. Membership of the Association is open to;
- (a) Any eligible person interested in furthering the purposes of the organization and a member in good standing with the Project Management Institute.
  - (b) A person who wishes to become a member shall apply for membership to the Project Management Institute in writing and signed by that person
  - (c) The Project Management Institute shall consider each application made and accept or reject that application.

#### **6. Register of members of Association**

- 6.1. The Secretary shall on behalf of the Association keep and maintain the register of members in accordance with section 53 of the Act and that register shall be so kept and maintained at his or her place of residence.
- 6.2. The Secretary shall cause the name of any person who dies or who ceases to be a member under rule 7.3, 8.1 or 9 to be deleted from the register of members referred to in sub-rule 6.1.

#### **7. Subscriptions of members of Association**

- 7.1. The members shall from time to time at a general meeting determine the amount of the subscription to be paid by each member.
- 7.2. Each member shall pay annually on or before the anniversary of the joining, the amount of the subscription determined under sub-rule (7.1). Membership

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subscriptions shall be collected by PMI and forwarded to the Chapter.

- 7.3. Subject to sub-rule (7.4), a member whose subscription is not paid within 3 months after the relevant date fixed by or under subclause (7.2) ceases on the expiry of that period to be a member, unless the Board decides otherwise.
- 7.4. A member is a financial member for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed by or under sub-rule (7.2) or within 3 months thereafter.

**8. Resignation of members of Association**

- 8.1. A member who delivers notice in writing of his or her resignation from the Association to the Secretary or another Board member ceases on that delivery to be a member.
- 8.2. A person who ceases to be a member under sub-rule (8.1) remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of that cessation.

**9. Expulsion of members of Association**

- 9.1. If the Board considers that a member should be expelled from membership of the Association because of his or her conduct detrimental to the interests of the Association, the Board shall communicate, either orally or in writing, to the member;
- (a) notice of the proposed expulsion and of the time, date and place of the Board meeting at which the question of that expulsion will be decided; and
  - (b) particulars of that conduct, not less than 30 days before the date of the Board meeting referred to in paragraph 9.1 (a).
- 9.2. At the Board meeting referred to in a notice communicated under sub-rule 9.1 (a), the Board may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Board, expel or decline to expel that member from membership of the Association and shall, forthwith after deciding whether or not so to expel that member, communicate that decision in writing to that member.
- 9.3. Subject to sub-rule 9.5, a member who is expelled under sub-rule 9.2 from membership of the Association ceases to be a member 14 days after the day on which the decision so to expel him or her is communicated to him or her under sub-rule 9.2.
- 9.4. A member who is expelled under sub-rule 9.2 from membership of the Association shall, if he or she wishes to appeal against that expulsion, give notice to the Secretary of his or her intention to do so within the period of 14 days referred to in sub-rule 9.3
- 9.5. When notice is given under sub-rule 9.4;
- (a) the Association in a general meeting may, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting, confirm or set aside the decision of the Board to expel that member; and
  - (b) the member who gave that notice does not cease to be a member unless and until the decision of the Board to expel him or her is confirmed under this sub-rule.

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**10. Resolving Disputes**

- 10.1. The grievance procedure set out in this rule applies to disputes under these Rules between:
- (a) a member and another member; or
  - (b) a member and the WA Chapter.
- 10.2. Disputes between members (in their capacity as members) of the Chapter, and disputes between members and the Chapter, are to be referred to the Board in the first instance. The parties to the dispute must meet and discuss the matter in dispute, and if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 10.3. For disputes between the Chapter and/or members of the Chapter which do not involve the Project Management Institute (PMI), Chapters agree to submit such disputes for resolution through the PMI Conflict Resolution and Mediation Program, so as to effectuate a fair and efficient method to resolve internal disputes. The parties agree that this Program shall be the sole method for resolution of such disputes unless PMI consents to resolution outside the Program or enforcement of such requirements is prohibited by law.
- 10.4. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 10.5. The mediator must be –
- (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement-
    - (i) in the case of a dispute between a member and another member, a person appointed by the Board of the WA Chapter; or
    - (ii) in the case of a dispute between a member and the WA Chapter, a person who is a mediator employed by the WA equivalent of a Dispute Resolution government body.
- 10.6. A member of the WA Chapter can be a mediator.
- 10.7. The mediator cannot be a member who is a party to the dispute.
- 10.8. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 10.9. The mediator, in conducting the mediation, must –
- (a) give the parties to the mediation process every opportunity to be heard; and
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 10.10. The mediator must not determine the dispute.
- 10.11. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at Law.

**11. Board of Directors**

- 11.1. The affairs of the Association shall be managed exclusively by a Board of Directors consisting of;

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- (a) a President;
- (b) a Vice-President;
- (c) a Secretary;
- (d) a Director, Finance; and
- (e) not less than six other persons

all of whom shall be members of the Association elected to membership of that Board of Directors at an annual general meeting or appointed under sub-rule 11.9.

- 11.2. At the commencement of the first annual general meeting to be held after the incorporation of the Association under the Act;
- (a) if the Board consists of an even number of members, half of that number; or
  - (b) if the Board consists of an odd number of members, the integral number of members nearest to, and exceeding, half of that odd number, the members comprised in which integral number, shall be chosen by ballot, shall cease to be Board members, but shall be eligible for re-election to membership of the Board.
- 11.3. At the commencement of each successive annual general meeting after the annual general meeting referred to in sub-rule 10.2, those Board members who have served for longer periods than the other Board members shall cease to be Board members, but shall be eligible for re-election to membership of the Board.
- 11.4. Subject to sub-rule 10.5, a person is not eligible for election to membership of the Board unless a member has nominated them for election by delivering notice in writing of that nomination, signed by;
- (a) the nominator; and
  - (b) the nominee to signify his or her willingness to stand for election, to the Secretary not less than 28 days before the day on which the annual general meeting concerned is to be held.
- 11.5. Sub-rules 10.4 and 10.7 do not apply to or in relation to a person who is eligible for re-election under sub-rule 10.2.
- 11.6. A person who is eligible for election or re-election may at the annual general meeting concerned vote for himself or herself.
- 11.7. The Secretary shall ensure that notice of all persons seeking election to membership of the Board is given to all members when notice is given to those members of the calling of the annual general meeting at which that election is to be held.
- 11.8. If the number of persons nominated for election to membership of the Board does not exceed the number of vacancies in that membership to be filled;
- (a) the Secretary shall report accordingly to; and
  - (b) the President shall declare those persons to be duly elected as members of the Board at,
- the annual general meeting concerned.
- 11.9. When a casual vacancy within the meaning of rule 14 occurs in the membership of the Board;
- (a) the Board may appoint a member to fill that vacancy; and
  - (b) a member appointed under this sub-rule shall;
    - (i) hold office until the end of the term; and

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- (ii) be eligible for election to membership of the Board at the next following annual general meeting.

**12. President**

- 12.1. Subject to this rule, the President shall preside at all general meetings and Board meetings.
- 12.2. In the event of the absence from;
  - (a) a general meeting of;
    - (i) the President, the Vice-President; or
    - (ii) both the President and the Vice-President,a member elected by the other members present at the general meeting;
  - (b) a Board meeting of;
    - (i) the President, the Vice-President; or
    - (ii) both the President and the Vice-President,a Board member elected by the other Board members present, shall preside at the general meeting or Board meeting, as the case requires.

**13. Secretary**

- 13.1. The Secretary shall;
  - (a) co-ordinate the correspondence of the Association;
  - (b) keep full and correct minutes of the proceedings of the Board and of the Association;
  - (c) comply on behalf of the Association with;
    - (i) section 54, 55, 56 and 57 of the Act in respect of the register of members of the Association;
    - (ii) Part 3, Division 1 of the Act in respect of the rules of the Association; and
    - (iii) section 58 and 59 of the Act in respect of the record of the office holders, and any trustees, of the Association;
  - (d) have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c), other than those required by rule 13 to be kept and maintained by, or in the custody of, the Director, Finance; and
  - (e) perform such other duties as are imposed by these rules on the Secretary.

**14. Director, Finance**

- 14.1. The Director, Finance shall;
  - (a) be responsible for the receipt of all moneys paid to or received by, or by him on behalf of, the Association and shall issue receipts for those moneys in the name of the Association;
  - (b) pay all moneys referred to in paragraph (a) into such account or accounts of the Association as the Board may from time to time direct;
  - (c) make payments from the funds of the Association with the authority of a general meeting or of the Board and in so doing ensure that all cheques are signed by two Board members other than himself or herself;

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- (d) comply on behalf of the Association with Part 5 of the Act in respect of the accounting records of the Association;
- (e) whenever directed to do so by the President, submit to the Board a report, balance sheet or financial statement in accordance with that direction;
- (f) have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d) and (e); and
- (g) perform such other duties as are imposed by these rules on the Director, Finance.

**15. Nominations Committee**

- 15.1. The President, with the approval of the Board by majority, shall appoint a Nominating Committee consisting of at least three (3) members of the Chapter in good financial standing, including the immediate past President, if available.
- 15.2. The Nominating Committee shall be chaired by the Immediate Past President, or if he or she is not available, by a Member in good financial standing, appointed by the President.
- 15.3. No member of the Nominating Committee shall be included in the selection of nominees prepared by this committee
- 15.4. A candidate may withdraw their nomination by notifying the Nominating Committee in writing
- 15.5. The Nominating Committee shall present its final candidate recommendations to the Chapter membership no less than fourteen (14) days prior to the election and prepare an election ballot for use at the election

**16. Casual vacancies in membership of Board**

- 16.1. A casual vacancy occurs in the office of a Board member and that office becomes vacant if the Board member;
  - (a) dies;
  - (b) resigns by notice in writing delivered to the President or, if the Board member is the President, to the Vice-President;
  - (c) is convicted of an offence under the Act;
  - (d) is permanently incapacitated by mental or physical ill-health;
  - (e) is absent from more than;
    - (i) 2 consecutive Board meetings; or
    - (ii) 3 Board meetings in the same financial year, of which he or she has received notice without tendering an apology to the person presiding at each of those Board meetings;
  - (f) is removed from the Board; or
  - (g) ceases to be a member of the Association.

**17. Proceedings of Board**

- 17.1. The Board shall meet together for the dispatch of business not less than once in each calendar month and the President may at any time convene a meeting of the Board.

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- 17.2. Each Board member has a deliberative vote.
- 17.3. A question arising at a Board meeting shall be decided by a majority of votes, but, if there is an equality of votes, the person presiding at the Board meeting shall have a casting vote in addition to his or her deliberative vote.
- 17.4. At a Board meeting a quorum shall consist of no less than one-half of the membership of the Board at any given time
- 17.5. Subject to these rules, the procedure and order of business to be followed at a Board meeting shall be determined by the Board members present at the Board meeting.
- 17.6. A Board member having any direct or indirect pecuniary interest referred to in section 42 or 43 of the Act shall comply with that section.

**18. General meetings**

- 18.1. The Board;
  - (a) may at any time convene a special general meeting;
  - (b) shall convene annual general meetings within the time limits provided for the holding of annual general meetings by section 50 of the Act; and
  - (c) shall, within 30 days of;
    - (i) receiving a request in writing to do so from not less than 5 members, convene a special general meeting for the purpose specified in that request; or
    - (ii) the Secretary receiving a notice under rule 9.4, convene a special general meeting for the purpose of dealing with the appeal to which that notice relates.
- 18.2. The members making a request referred to in sub-rule 16.1 (c) (i) shall;
  - (a) state in that request the purpose for which the special general meeting concerned is required; and
  - (b) sign that request.
- 18.3. If a special general meeting is not convened within the relevant period of 30 days referred to;
  - (a) in sub-rule 16.1 (c) (i), the members who made the request concerned may themselves convene a special general meeting as if they were the Board; or
  - (b) in sub-rule 16.1 (c) (ii), the member who gave the notice concerned may himself convene a special general meeting as if he or she were the Board.
- 18.4. When a special general meeting is convened under sub-rule 16.3 (a) or (b);
  - (a) the Board shall ensure that the members or member convening the special general meeting are supplied free of charge with particulars of all members; and
  - (b) the Association shall pay the reasonable expenses of convening and holding the special general meeting.
- 18.5. Subject to sub-rule 16.8, the Secretary shall give to all members not less than 45 days notice of a general meeting and of any motions to be moved at the general meeting.
- 18.6. A notice given under sub-rule 16.5 shall specify;
  - (a) when and where the general meeting concerned is to be held; and
  - (b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.

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- 18.7. In the case of an annual general meeting, the order in which business is to be transacted is;
- (a) first, the consideration of the accounts and reports of the Board;
  - (b) second, the election of Board members to replace outgoing Board members; and
  - (c) third, any other business requiring consideration by the Association in a general meeting.
- 18.8. The Secretary shall give to all members not less than 21 days notice of a general meeting at which a special resolution is to be proposed and of any other motions to be moved at that general meeting.
- 18.9. The Secretary may give a notice under sub-rule 16.5 or 16.8 by;
- (a) serving it on a member personally;
  - (b) delivered by hand to the recorded address of the member; or
  - (c) sent by prepaid post to the recorded postal address of the member; or
  - (d) sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.
- 18.10. When a notice is sent by post under sub-rule 16.9 (b), sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

**19. Quorum in proceedings at general meetings**

- 19.1. At a general meeting five (5) percent of members present in person or by proxy constitute a quorum.
- 19.2. If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 16.5 or 16.8;
- (a) as a result of a request or notice referred to in rule 16.1 (c) or as a result of action taken under rule 16.3 a quorum is not present, the general meeting lapses; or
  - (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- 19.3. If within 30 minutes of the time appointed by sub-rule 16.2 (b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.
- 19.4. The President may, with the consent of a general meeting at which a quorum is present, and shall, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- 19.5. There shall not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- 19.6. When a general meeting is adjourned for a period of 30 days or more, the Secretary shall give notice under rule 16 of the adjourned general meeting as if that general meeting were a fresh general meeting.
- 19.7. At a general meeting;

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- (a) an ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands; and
  - (b) a special resolution put to the vote shall be decided in accordance with section 51 and 52 of the Act.
- 19.8. A declaration by the President at a general meeting that a resolution has been passed as an ordinary resolution thereat shall be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule 17.9.
- 19.9. At a general meeting, a poll may be demanded by the President at the general meeting or by three or more members present in person or by proxy and, if so demanded, shall be taken in such manner as the President directs.
- 19.10. If a poll is demanded and taken under sub-rule 17.9) in respect of an ordinary resolution, a declaration by the President of the result of the poll is evidence of the matter so declared.
- 19.11. A poll demanded under sub-rule 17.9 on the election of a person to preside over a general meeting or on the question of an adjournment shall be taken forthwith on that demand being made.

**20. Minutes of meetings of Association**

- 20.1. The Secretary shall cause proper minutes of all proceedings of all general meetings and Board meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Board meeting, as the case requires, in a minute book kept for that purpose.
- 20.2. The President shall ensure that the minutes taken of a general meeting or Board meeting under sub-rule 18.1 are checked and signed as correct by the President of the general meeting or Board meeting to which those minutes relate or of the next succeeding general meeting or Board meeting, as the case requires.
- 20.3. When minutes have been entered and signed as correct under this rule, they shall, until the contrary is proved, be evidence that;
- (a) the general meeting or Board meeting to which they relate (in this sub-rule called "the meeting") was duly convened and held;
  - (b) all proceedings recorded as having taken place at the meeting did in fact take place thereat; and
  - (c) all appointments or elections purporting to have been made at the meeting have been validly made.

**21. Voting rights of members of Association**

- 21.1. All members in good standing of the WA Chapter shall have the right to vote in the election. Discrimination in election and nomination procedures on the basis of race, colour, creed, gender, age, marital status, national origin, religion, physical or mental disability, or unlawful purpose is prohibited
- 21.2. Elections shall be conducted by electronic vote in compliance with local jurisdiction, during an annual or special meeting of the membership, or by mail ballot to all voting members in good standing

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21.3. A Chapter member in good financial standing may elect to vote either in person or by proxy if unable to attend the meeting in person.

**22. Proxies of members of Association**

22.1. A member (in this rule called "the appointing member") may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any general meeting.

**23. Financial Year**

23.1. The financial year of the WA Chapter shall be from 1 January to 31 December

**24. Financial Matters**

24.1. The funds of the Association may be derived from entrance fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the committee

24.2. The Association must open an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.

24.3. Subject to any restrictions imposed at a general meeting, the committee may approve expenditure on behalf of the Association.

24.4. The committee may authorise the treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the committee for each item on which the funds are expended.

24.5. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by —  
(a) 2 committee members; or  
(b) one committee member and a person authorised by the committee.

24.6. For each financial year, the committee must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial statements or financial report of the Association are met

**25. Payments to Board or Committee Members**

25.1. A Board or Committee member is entitled to be paid out of the funds of the Association for any out-of-pocket expenses as defined in the Chapter's expense policy properly incurred —  
(a) in attending a committee meeting or  
(b) in attending a general meeting; or  
(c) otherwise in connection with the Association's business

**26. Rules of Association**

26.1. The Association may alter or rescind these rules, or make rules additional to these

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rules, in accordance with the procedure set out in sections 30, 31, 32, 33 and 34 of the Act.

- 26.2. These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

**27. Common seal of Association**

- 27.1. The Association shall have a common seal on which its corporate name shall appear in legible characters.
- 27.2. The common seal of the Association shall not be used without the express authority of the Board and every use of that common seal shall be recorded in the minute book referred to in rule 18.
- 27.3. The affixing of the common seal of the Association shall be witnessed by any two of the President, the Secretary and the Director, Finance.
- 27.4. The common seal of the Association shall be kept in the custody of the Secretary or of such other person as the Board from time to time decides.

**28. Inspection of records, etc. of Association**

- 28.1. A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

**29. Distribution of surplus property on winding up of Association**

- 29.1. If upon the winding up or dissolution of the association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members but shall be given or transferred;
- (a) to another association incorporated under the Act; or
  - (b) for charitable purposes which incorporated association or purposes, as the case requires shall be determined by the resolution of the members when authorising and directing the Board under section 33(3) of the Act to prepare a distribution plan of the surplus property of the association.
- 29.2. In the event of the winding up or dissolution of the association, the Commissioner of Taxation shall be advised of the date of dissolution within 30 days of the dissolution.