

**PMI SA Chapter bylaws**  
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**Article I – Name, Principal Office; Other Offices.**

Section 1. Name/Non-Profit Incorporation.

This organization shall be called the Project Management Institute, SOUTH AFRICA CHAPTER (hereinafter “the PMI SA CHAPTER”). This organization is a CHAPTER chartered by the Project Management Institute, Inc. (hereinafter “PMI<sup>®</sup>”) and separately incorporated as a non-profit, tax exempt corporation (or equivalent) organized under the laws of THE REPUBLIC OF SOUTH AFRICA.

Section 2. The PMI SA Chapter shall meet all legal requirements in the jurisdiction(s) in which the PMI SA Chapter conducts business or is incorporated/registered.

Section 3. Principal Office; Other Offices.

The principal office of the PMI SA Chapter shall be located in JOHANNESBURG, SOUTH AFRICA. The PMI SA CHAPTER may have other offices as formally designated by the PMI SA Chapter Board of Directors.

**Article II – Relationship to PMI.**

Section 1. The PMI SA Chapter is responsible to the duly elected PMI<sup>®</sup> Board of Directors and is subject to all PMI<sup>®</sup> policies, procedures, rules and directives lawfully adopted.

Section 2. The bylaws of the PMI SA Chapter may not conflict with the current PMI Bylaws and all policies, procedures, rules or directives established or authorized by PMI

Section 3. The terms of the Charter executed between the PMI SA Chapter and PMI<sup>®</sup>, including all restrictions and prohibitions, shall take precedence over these Bylaws and other authority granted hereunder and in the event of a conflict between the terms of the Charter and the terms of these Bylaws, the PMI SA Chapter shall be governed by and adhere to the terms of the Charter.

**Article III – Purpose and Limitations of the PMI SA Chapter.**

Section 1. Purpose of the PMI SA Chapter.

- A. General Purpose. THE PMI SA CHAPTER has been founded as a non-profit, tax exempt corporation (or equivalent) chartered by PMI<sup>®</sup>, and is dedicated to advancing the practice, science, and profession of project management in a conscious and proactive manner.
- B. Specific Purposes. Consistent with the terms of the Charter executed between the PMI SA Chapter, PMI and these Bylaws, the purposes of the PMI SA

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Chapter shall include the following:

- a) To foster professionalism in the management of projects, programmes and project portfolios reorganizational project management.
- b) To stimulate appropriate global application of organizational project management for the benefit of general public.
- c) To provide a recognized forum for the free exchange of ideas, applications, and solutions to organizational project management issues among its members, and other interested and involved in organizational project management.
- d) To identify and promote the fundamentals of organizational project management and advance the body of knowledge for managing projects, programmes and project portfolios successfully.

**Section 2. Limitations of the PMI SA Chapter**

- A. General Limitations. The purposes and activities of the PMI SA Chapter shall be subject to limitations set forth in the charter agreement, these Bylaws, and conducted consistently with PMI SA Chapter Articles of Incorporation.
- B. The membership database and listings provided by PMI to the PMI SA Chapter may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the PMI SA Chapter, consistent with PMI policies and all applicable laws and regulations, including but not limited to those law and regulations pertaining to privacy and use of personal information.
- C. The officers and directors of the PMI SA Chapter shall be accountable for the planning and operations of the PMI SA Chapter, and shall perform their duties in accordance with the Chapter's governing documents; its Charter Agreement; PMI's Bylaws, policies, practices, procedures, and rules; and applicable law.

**Article IV – PMI SA Chapter Membership.**

**Section 1. General Membership Provisions.**

- A. Membership in the PMI SA Chapter requires membership of PMI®. The PMI SA Chapter shall not accept as members any individuals who have not been accepted as PMI® members.
- B. Membership in this organization is voluntary and shall be open to any eligible person interested in furthering the purposes of the organization. Membership shall be open to all eligible persons without regard to race, creed, colour, age, sex, marital status, national origin, religion, or physical or mental disability.
- C. Members shall be governed by and abide by the PMI Bylaws and by the bylaws

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of the PMI SA Chapter 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 PMI SA Chapter 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.
- E. Membership in the PMI SA Chapter shall terminate upon the member's resignation, failure to pay dues or expulsion from membership for just cause.
- F. Members who fail to pay the required dues when due shall be delinquent for a period of one (1) month and their names removed from the official membership list of the PMI SA Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and the PMI SA Chapter to PMI within such one month delinquent period.
- G. Upon termination of membership in the PMI SA Chapter, the member shall forfeit any and all rights and privileges of membership.
- H. All paid up members will be eligible to vote at the Annual General Meeting and any other Special General Meeting called by the PMI SA Chapter.
- I. All paid up members will be eligible to avail themselves to serve on the PMI SA Chapter Board or hold any office within PMI SA Chapter to which he / she has been voted into.

Section 2. Classes and Categories of Members. The PMI SA Chapter shall not create its own membership categories. PMI Chapter membership categories shall be consistent with PMI membership categories.

**Article V – PMI SA Board of Directors:**

Section 1. The PMI SA Chapter shall be governed by a Board of Directors (A Statutory Board in terms of the South African Companies Act) hereinafter referred to as the "Board". The Board of Directors will be governed by the requirements of the Articles of Association of South African Company with registration number 2001/029270/08 (Project Management Institute South Africa Chapter). In case of conflict between the Articles of association and any other governing document, the Articles of Association will take precedence.

Section 2. Board governance of the PMI SA Chapter will include fiduciary and reasonable

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duties of care within common law, protection and optimization of financial resources, provision of strategic guidance to the PMI SA Chapter.

Section 3. The Board shall consist of persons elected by a simple majority of voting members of PMI SA Chapter. Membership of PMI and PMI SA Chapter is required.

Section 4. Terms of office for the Directors of the Board shall be one year, renewable annually.

Section 5. The board of directors shall elect annually, immediately after the annual general meeting from amongst the Board members, a chairman and vice-chairman, both whom will be members of PMI SA Chapter in good standing.

Section 6. The quorum for the transacting of business at a meeting of the Board of Directors is 3 (THREE) directors unless there are only 3 (THREE) or less directors in which event the quorum is 2 (TWO) directors.

Section 7. When a PMI SA Chapter director fails to attend two (2) consecutive board meetings, or for any non-performance reason, he/she will receive a written warning and if not remedied by the next meeting, his/her directorship will be terminated by the PMI SA Chapter Board of Directors. A director may resign by submitting written notice to the Chair of the PMI SA Chapter Board of Directors. Such resignation shall be effective upon receipt by the PMI SA Chapter Board of Directors Chair unless specified otherwise.

Section 8. The PMI SA Chapter board will govern the satisfactory compliance of PMI SA Chapter through a body established for the explicit purpose of managing the day-to-day operations of the PMI SA Chapter, named the PMI SA Chapter Executive Committee (EXCO), as described elsewhere herein, and as described in Article VIII. The Board shall not interfere with day to day chapter operations of the EXCO unless EXCO's actions pose fiduciary and legal risks to the chapter's existence as an entity. The EXCO can spend the approved annual budget to the items as authorised on EXCO recommendation with the annual operational plan, within the income assumptions submitted and may make changes to such as appropriate. The duties of the Board include causing accounts to be kept and audits and annual presentation of such presented to the members. The board may delegate and authorise duties to the EXCO for day to day implementation related to maintaining sound fiduciary and legal standing of the entity.

**Article VI – PMI SA CHAPTER EXECUTIVE COMMITTEE (EXCO):**

Section 1. The day-to-day operations of the PMI SA Chapter shall be managed by an Executive Committee. The Executive Committee shall be responsible for implementing and compliance with the applicable PMI SA Charter Agreement and approved Business

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Plan; Bylaws, policies, practices, procedures, rules and applicable law.

Section 2. The PMI SA Chapter Executive Committee shall consist of the PMI SA Chapter President, Vice Presidents and Branch Leads. Officers of the PMI SA Chapter Executive Committee shall be elected by the membership of PMI SA Chapter. The portfolios of Officers will be subject to the needs of PMI SA Chapter at the time, but will generally be established for any or all or a combination the following portfolios: Chapter President, VP Administration, VP Finance, VP Membership, VP Marketing, VP Communication, VP Outreach, VP Professional Development, VP International Liaison, VP Special Events, VP Volunteer Management, VP Special Projects and Branch Lead. A detailed job description will be accepted by each appointed Officer at time of commencement, and the Chapter President will manage compliance.

Section 3. Officers of the PMI SA Chapter Executive Committee shall be PMI SA Chapter members in good standing.

Section 4. Terms of office for the Officers of the PMI SA Chapter Executive Committee shall be three years, and limited to two consecutive terms in the same portfolio. In the event that sufficient volunteers are not available to hold a position the consecutive terms in the same position may be extended to three terms. All effort will be employed to maintain the introduction of a minimum of two new persons as officers to avoid stagnation.

Section 5. Vice Presidents will be encouraged to appoint sub-committees for their portfolios to assist them to execute the work required. Sub-committee members will consist of volunteers from PMI SA Chapter in good standing. Minutes of sub-committee meetings will be distributed and archived as appropriate in a central repository accessible to the PMI SA Chapter President and his/her nominates.

Section 6. The PMI SA Chapter President shall be the Chief Executive Officer for the PMI SA Chapter and of the Executive Committee, and shall perform such duties as are customary for presiding officers, including making all required appointments with the approval of the PMI SA Chapter Board of Directors. The President shall also serve as an ex-officio director on the PMI SA Chapter Board of Directors with the right to participate and vote on all committees except the Nominating Committee.

Section 7. The Executive Committee shall exercise all powers of the PMI SA Chapter, except as specifically prohibited by these bylaws, the PMI Bylaws and policies, its charter with PMI, and the laws of the jurisdiction in which the organization is incorporated/registered. The Executive Committee shall be authorized to adopt and publish such policies, procedures and rules as may be necessary and consistent with these bylaws and PMI Bylaws and policies, and to exercise authority over all PMI SA Chapter business and funds.

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Section 8. The Executive Committee shall meet at the call of the President, or at the written special request of a minimum of three (3) members of the Executive Committee. A quorum shall consist of no less than one-half of the membership of the Executive Committee as it is composed at any given time. Each member shall be entitled to one (1) vote and may take part and vote in person only. No proxy voting will be allowed. At its discretion, the Executive Committee may conduct its business by teleconference, facsimile or other legally acceptable means. Meetings shall be conducted in accordance with procedures determined by the PMI SA Board of Directors.

Section 9. The Executive Committee may declare an officer position to be vacant where an officer ceases to be a member in good standing of PMI or of the PMI SA Chapter by reason of non-payment of dues, or where the officer at large fails to attend two (2) consecutive Executive Committee meetings. An officer may resign by submitting written notice to the President. Unless another time is specified in the notice or determined by the Executive Committee, the resignation shall be effective upon receipt of the notice by the Executive Committee.

Section 10: An officer may be removed from office for just cause in connection with the affairs of the organization by a two-thirds (2/3) vote of the PMI SA Chapter members present and in person at an official meeting of the PMI SA Chapter membership.

Section 11: If any officer position becomes vacant, the Executive Committee may appoint an acting successor (preferably from the Executive Committee or co-opted from membership) 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 VP Finance (or such other person as may be co-opted by the PMI SA Chapter Board of Directors) shall assume the duties and office of the presiding officer for the remainder of the term.

**Article VII – PMI SA Chapter Nominations and Elections:**

Section 1. The nomination and election of officers shall be conducted annually in accordance with the requirements contained in these Bylaws, including Article V, Section 3 and Article VI, Section 2 and this Article VII. All voting members in good standing of the PMI SA Chapter shall have the right to vote in the election. Discrimination in election and nomination procedures on the basis of race, colour, creed, gender, age, marital status, national origin, religion, physical or mental disability, or unlawful purpose is prohibited.

Section 2. Candidates who are elected shall take office on the first day of the month following their election, and shall hold office for the duration of their terms or until their

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successors have been elected and qualified.

Section 3. A Nominating Committee appointed by the PMI SA Chapter Board of Directors shall prepare a slate containing nominees for each Executive Committee Officer position and shall determine the eligibility and willingness of each nominee to stand for election. Candidates for Executive Committee positions may also be nominated by petition process established by the Nominating Committee. Elections shall be conducted (a) during the annual general meeting (AGM) of the PMI SA Chapter membership; or (b) by mail ballot to all voting members in good standing; or (c) by electronic vote in compliance with the legal jurisdiction. The candidate who receives a majority of votes cast for each office shall be elected. Ballots shall be counted by the Nominating Committee or by counters designated by the PMI SA Chapter Board of Directors.

Section 4. No current member of the Nominating Committee shall be included in the slate of nominees prepared by the Nominating Committee.

Section 5: In accordance with PMI policies, practices, procedures, rules and directives, no funds or resources of PMI or the PMI SA Chapter may be used to support the election of any candidate or group of candidates for PMI, PMI SA Chapter or public office. No other type of organized electioneering, communications, fund-raising or other organized activity on behalf of a candidate shall be permitted. The PMI SA Chapter Nominating Committee, or other applicable body designated by the PMI SA Chapter, will be the sole distributor(s) of all election materials for PMI SA Chapter elected positions.

**Article VIII– PMI SA Chapter Committees:**

Section 1. The PMI SA Chapter Board of Directors may authorize the establishment of standing or temporary committees to advance the purposes of the organization. The Board shall establish a charter for each committee, which defines its purpose, authority and outcomes. Committees are responsible to the Executive Committee. Committee members shall be appointed from the membership of the organization. The PMI SA Chapter Officers and/or Directors may serve on the PMI SA Chapter Committees, unless specifically restricted by the Bylaws.

Section 2. All committee members and a chairperson for each committee shall be appointed by the Chapter President.

**Article IX - PMI SA Chapter Finance:**

Section 1. The fiscal year of the PMI SA Chapter shall be from 1 January to 31 December.

Section 2. PMI SA Chapter annual membership dues shall be set by the EXCO and

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communicated to PMI in accordance with policies and procedures established by PMI.

Section 3. The PMI SA Chapter Board shall establish policies and procedures to govern the management of its finances and shall submit required tax filings to appropriate government authorities.

Section 4. All dues billings, dues collections and dues disbursements shall be performed by PMI.

**Article X – Meetings of the Membership:**

Section 1. An annual general meeting of the PMI SA Chapter membership shall be held at a date and location to be determined by the Executive Committee. Notice of all annual meetings shall be sent by the Executive Committee to all members at least 30 days in advance of the meeting. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting.

Section 2. Special meetings of the PMI SA Chapter membership may be called by the President; by a majority of the Executive Committee; by the PMI SA Chapter Board of Directors or by petition of ten percent (10%) of the voting membership directed to the President. Notice of all special meetings shall be sent by the Executive Committee to membership 30 days in advance of the meeting so as to allow membership the opportunity to participate in such special meetings. The notice should indicate the time and place of the meeting and include the proposed agenda. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting.

Section 3. There will be no quorum required at any annual or special meeting of membership. However: Decisions taken at such meetings will only be enforceable if notice of the meeting was given timeously as described herein, to all members in good standing, and in writing, with an invitation to attend in person, or to submit their vote against each agenda item, in writing, to the Chapter President if unable to attend in person.

Section 4. All meetings shall be conducted according to procedures determined by the Board of Directors.



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**Article XI – Branches of the PMI SA Chapter**

Section 1. PMI SA Chapter may establish branches in various geographical locations within South Africa, in accordance with PMI directives and as described below. These branches may include, but is not limited to the following, dependent on availability of capacity and local interest:

- A. Gauteng Branch (GP)
  - a. Port Elizabeth (satellite of Gauteng branch) (PE)
- B. Kwa Zulu Natal Branch (KZN)
- C. Cape Town Branch (CT)

Section 1. Establishing a Branch. Upon authorization by the PMI SA Chapter Board of Directors, the PMI SA Chapter Executive Committee shall be permitted to organize its members who reside in geographically limited areas in groups (hereinafter “Branch”) for the purpose of delivering its services locally. A Branch of PMI SA Chapter shall be governed by these Bylaws and shall conduct its business in compliance with PMI SA Chapter’s policies and procedures and its charter with PMI.

Section 2. Geographic Area: Each Branch formed to service a defined geographic area will not extend its services beyond the geographic boundaries defined of the PMI SA Chapter.

Section 3. Distribution of Dues. All PMI SA Chapter’ dues & fees will be collected by PMI® on behalf of the PMI SA Chapter and will be forwarded to PMI SA Chapter. The PMI SA Chapter will allocate funds to the local Branch in accordance to PMI SA Chapter’s policies & procedures. Branches shall not be permitted to create its own membership or dues.

Section 4. The Branch Lead shall be a member of PMI SA Chapter’s Executive Committee

**Article XII - Inurement and Conflict of Interest:**

Section 1. No member of the PMI SA Chapter shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the PMI SA Chapter, except as otherwise provided in these bylaws.

Section 2. No officer, director, appointed committee member or authorized representative of the PMI SA Chapter shall receive any compensation, or other tangible or financial benefit for service in or for and behalf of the PMI SA Chapter or any of its structures, initiatives or committees. However, the Board may authorize payment by the PMI SA Chapter of demonstrated, pre-authorized actual and reasonable expenses incurred by an officer, director, committee member or authorized representative.

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Section 3. PMI SA Chapter may engage in contracts or transactions with members, elected officers of the Executive Committee or directors of the Board, appointed committee members or authorized representatives of PMI SA Chapter and any corporation, partnership, association or other organization in which one or more of PMI SA Chapter's directors, officers, appointed committee members or authorized representatives are directors or officers, have a financial interest in, or are employed by the other organization, provided the following conditions are met:

- A. The facts regarding the relationship or interest as they relate to the contract or transaction are disclosed to the Executive Committee or the board of directors prior to commencement of any such contract or transaction;
- B. The executive committee or board of directors 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;
- C. The contract or transaction is fair to PMI SA Chapter and complies with the laws and regulations of the applicable jurisdiction in which PMI SA Chapter is incorporated or registered at the time the contract or transaction is authorized, approved or ratified by the board of directors.

Section 4. All officers, directors, appointed committee members and authorized representatives of the PMI SA Chapter shall act in an independent manner consistent with their obligations to the PMI SA Chapter and applicable law, regardless of any other affiliations, memberships, or positions.

Section 5. All officers, directors, appointed committee members and authorized representatives shall disclose any interest or affiliation they may have with any entity or individual with which the PMI SA Chapter has entered, or may enter, into contracts, agreements or any other business transaction, and shall refrain from voting on, or influencing the consideration of, such matters.

Section 6. All officers, directors, appointed committee members and authorized representatives shall sign and confirm being bound by all articles of the PMI Code of Ethics and Professional Conduct. They shall, on an annual basis, at the time of commencement of their new term, sign the PMI SA Chapter Conflict of Interest Questionnaire, and the PMI SA Chapter Confidentiality and Records Compliance Agreement, as a minimum.

**Article XIII - Indemnification:**

Section 1. In the event that any person who is or was an officer, director, committee member, or authorized representative of the PMI SA Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the PMI SA Chapter, has

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been made party, or is threatened to be made a party, to any civil, criminal, administrative, or investigative action or proceeding (other than an action or proceeding by or in the right of the corporation), such representative may be indemnified against reasonable expenses and liabilities, including attorney fees, actually and reasonably incurred, judgments, fines and amounts paid in settlement in connection with such action or proceeding to the fullest extent permitted by the jurisdiction in which the organization is incorporated. Where the representative has been successful in defending the action, indemnification is mandatory.

Section 2. Unless ordered by a court, discretionary indemnification of any representative shall be approved and granted only when consistent with the requirements of applicable law, and upon a determination that indemnification of the representative is proper in the circumstances because the representative has met the applicable standard of conduct required by law and in these bylaws.

Section 3. To the extent permitted by applicable law, the PMI SA Chapter may purchase and maintain liability insurance on behalf of any person who is or was a director, officer, employee, trustee, agent or authorized representative of the PMI SA Chapter, or is or was serving at the request of the PMI SA Chapter as a director, officer, employee, trustee, agent or representative of another corporation, domestic or foreign, non-profit or for-profit, partnership, joint venture, trust or other enterprise.

**Article XIV- Amendments:**

Section 1. These bylaws may be amended by a by two-thirds (2/3) vote of membership present and voting at an annual meeting of the PMI SA Chapter duly called and regularly held; or by a two-thirds (2/3) vote of the voting membership in good standing voting by mail ballot returned 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.

Section 2. Amendments may be proposed by the Executive on its own initiative or upon petition by ten percent (10%) of members in good standing. All such proposed amendments shall be presented by the EXCO to the Board of Directors with or without recommendation who has to circulate it to the membership within the time limit before an Annual General Meeting (AGM) and as prescribed by the Articles of Association.

Section 3. All amendments must be consistent with PMI's Bylaws and the policies, procedures, rules and directives established by the PMI Board of Directors, as well as with the PMI SA Chapter's Charter with PMI.

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**Article XV – Dissolution:**

Section 1. In the event that the PMI SA Chapter or its governing officers failed to act according to these bylaws, its policies or all PMI® policies, procedures, and rules outlined in the charter agreement, PMI® has a right to revoke the PMI SA Chapter Charter and require the chapter to seek dissolution.

Section 2. In the event the PMI SA Chapter failed to deliver value to its members as outlined in PMI SA Chapter’s business plan and without mitigated circumstance, the Chapter acknowledges that PMI® has a right to revoke the PMI SA Chapter Charter and require the chapter to seek dissolution.

Section 3. In the event the PMI SA Chapter is considering dissolving, the PMI SA Chapter’s Board of Directors must notify PMI® in writing and follow the Chapter dissolution procedure as defined in PMI’s policy.

Section 4. Should the PMI SA Chapter dissolve for any reason, its assets shall be dispersed to an organization designated by the voting membership after the payment of just, reasonable and supported debts, consistent with applicable legal requirements.

Section 5. Unless superseded by law, dissolution of the PMI SA Chapter entity must be approved by a majority of the members voting on the motion to dissolve.