



Australian Institute of
Project Management

AIPM

Chapter By-Laws

DOCUMENT CONTROL CERTIFICATE

Version/ Amendment	Date	Nature of Version/Amendment
Version 1	January 2021	Initial Draft of By-Laws for the new Constitution
Version 1.1	April 2021	Following board decision on role of Chapters
Version 2.0	November 2021	Significant redraft, removing member content and shifting focus towards Chapters
Version 3.0	November 2021	Updated post review with G&E Committee
Version 3.1	November 2021	Approved by the Board at 19 Nov Board meeting

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Definitions and Meanings

Board Charter	The governance structure and outline procedures that determine the running of the board of the Company.
Business Judgement	“Business judgement” means any decision to take or not to take action in respect of a matter relevant to the business of the Company.
Casual Vacancy	A Chapter Councillor position left vacant and required to be filled for an interim period before the next annual Council Election process is conducted.
Chair of the Board	A director of the Company elected by the board of directors as the Chair of the board of the Company.
Chief Executive Officer	The senior executive responsible for the day to day management of the Company and the Institute it manages.
Company	Is the legal entity of the AIPM and as such must follow the rules and regulations as imposed upon it by the Corporations Act.
Constitution	The AIPM Constitution is the overarching document that defines the structure and purpose of the AIPM.
Director	A natural person appointed or elected to the office of director of the company in accordance with this Constitution and, where appropriate, includes an alternate Director and any director who is in office as at 17 December 2020
Elected Director	A Director elected in accordance with rule 8.5 of the Constitution
Institute	Is the operational side of the AIPM and its governance is reflected in the Constitution of the AIPM and in the Institute Charter.
Material Conflict of Interest	A Material conflict of interest is one where the independence of a director can be questioned and as such will be asked to not take part in discussions and board resolutions.
Member	A paid up subscriber to the AIPM.

1. Purpose

These Chapter By-Laws form part of the Australian Institute of Project Management governance structure. They specify the role, governance protocols and operating principles of AIPM Chapters.

The hierarchy of documents is:

- Constitution of the AIPM
- Board and Committee Charters
- Chapter By-Laws
- Elections Policy
- Policies
- Procedures and Guidelines

In case of a dispute then the higher level documents have precedence.

2. Chapters and Chapter Councils

2.1. *Establishment of Chapters*

The Board has the power to form Chapters in any jurisdiction within Australia or in an international region where there is a relevant affiliation with the Company.

Chapters operate at the sole discretion of the Board and report to the CEO. The Board, by resolution, may at their discretion and without notice, disband a Chapter whenever they deem necessary for the interests of the Company and the Members of that Chapter shall belong to the National Office until a new Chapter, if any, is established for that region.

2.2. *Chapter Role*

The purpose in forming a Chapter is to:

- support, develop and promote the activities of the Company amongst Members within a region in line with the Company's strategic and operating plan
- advocate the strategy and purpose of AIPM and provide representation for Members

2.3. *Chapter Membership*

Members of the Institute belong to a Chapter formed in the region where they reside or conduct their business unless determined otherwise by the Board. Members residing outside Australia and who choose not to be a member of a Chapter will belong to the National Office or, where one exists, be given the opportunity to be a member of an international Chapter subject to conditions determined by the Board. If a member changes their place of residence or business to another

region, their membership will be transferred to the Chapter of that region. A member cannot belong to more than one Chapter.

2.4. Chapter Councils

The role of Chapter Councils is specified by the Board in these By-Laws and will be determined from time to time. Chapter Councils are responsible for administering the affairs of their respective Chapters under the direction of the CEO and in alignment with the AIPM strategic and operating plan.

Chapter Councillors are elected by Chapter members following a fair process specified in these By-laws and the Election Policy, and they hold office at the discretion of the Board and may be removed by resolution of Board at any time without notice or explanation.

The Chief Executive Officer and Chair of the Board may attend and speak at meetings of any Chapter Council and shall have access to a copy of all minutes and tabled documents of Chapter Council meetings in accordance with the Company's document management processes. They shall have no voting rights in the Council meetings.

2.5. Composition of Chapter Council

A Chapter Council shall consist of at least five (5) but not more than twelve (12) Councillors as determined from time to time by the Board. Councillors will be appointed by election, following the process described in these By-laws and the Election Policy. The Chapter Ambassador is not included as a Chapter Council member for the purpose of this composition limit of 5 to 12 Councillors.

Following the election of Chapter Councils, Councillors elect a Chapter President from among the Council. The Chapter Council may choose to appoint a Vice President and Secretary. The rules for the appointment Vice President and Secretary will be determined by the Chapter Council.

The Chapter President will lead the Council, chair Council meetings, and must fairly represent the views of the members and Council to the Company. Chapter Presidents report the AIPM CEO and will attend the Chapter Presidents meetings that are chaired by the AIPM CEO.

A Chapter President must as a minimum have served one year on a Council and must have been a financial member for immediately preceding 12 month prior to being elected, unless otherwise agreed by the Board.

The Chapter President (or Vice-President should the President be unavailable) convenes meetings of the Chapter Council and chairs meetings of the Chapter Council. Where the Chapter President and Vice-President are unavailable for a convened Chapter Council meeting, the Chapter Councillors attending will appoint a Chairperson.

2.6. Term of Office of Councillors

A Councillor is eligible to serve:

- a) for a term of three (3) years in duration; and
- b) for a maximum of two (2) consecutive terms. A third term is permitted, but following a passing of 3 years before the person takes on one final term of three (3) years.

In the case of a person appointed as a Councillor under By-law 2.10 to fill a Casual Vacancy, the period between the appointment of that person as a Councillor and the first meeting of the Chapter Council after Retirement Date will not be counted as a Term or part of a Term and will not be included in determining whether the Councillor has served as a Councillor for two (2) consecutive terms.

Chapter Presidents may serve up to three terms of office in total, but no more than two consecutive terms at a time.

Chapter Councillors may hold office for multiple terms of three years conditional on any restrictions, having regard to succession and encouraging member participation in Council management. The resignation or removal of a Councillor will create a Casual Vacancy on that council.

2.7. Fees to Chapter Councillors

Without the consent of the Board, the Chairman or the Chief Executive Officer of the Institute, the Institute must not pay to any member of a Chapter Council, or any Associated Entity of that member, any fees or any payment or consideration (whether in cash or in kind) for services rendered by that member or Associated Entity to, or for the benefit of, the Institute or the Members of the Institute.

Reasonable remuneration in the ordinary course of business in consideration for services rendered or goods supplied by a body corporate or a partnership, where a member of a Chapter Council is an officer of that body corporate or a partner of that partnership, is permitted with the prior written consent of the Chief Executive Officer of the Institute.

For the purposes of this By-law "Associated Entity" has the meaning given in section 50AAA of the Corporations Act, 2001 (Cth).

2.8. Retirement of Chapter Council Members

In respect of each Chapter Council, by no later than 31 December in each calendar year ("Retirement Date"), one third of the elected members of the relevant Chapter Council shall retire from office ("Retiring Members"). If this number is not a multiple of three (3), then the nearest integer number of members, rounded down, shall retire from office.

The number of Retiring Members shall be calculated on the basis of the aggregate number of members of the Chapter Council elected pursuant to By-law 2.9. Subject to By-Law 2.6, the Retiring Members may be eligible to stand for re-election immediately upon retirement.

Detailed process related to determination of the Retiring Members is specified in the Election Policy.

2.9. *Annual Election of a Chapter Council*

Each Chapter Council shall hold an election for the positions of the Retiring Members of the Chapter Council between November 1 and December 31 (or such later date approved by resolution of the Board) in each year.

The Company will send notices to members of that Chapter calling for nominations from such members to fill the vacancies caused by the retirement of the retiring members of the relevant Chapter Council at least fourteen (14) clear days before the closing date for such nominations. Such notices may be sent by post, or to an electronic address.

The notices will specify the number of vacancies to be filled on the relevant Chapter Council, the proposed date of the election, to be at least twenty-one (21) clear days after the closing date for nominations, and such other information considered appropriate by the Company.

Detailed process of the Chapter Council members election is specified in the Election Policy.

2.10. *Appointment of Casual Vacancies on Chapter Council*

A Chapter Council has the power on a six monthly basis, to recommend to the AIPM CEO, the appointment of any member of the Chapter to the Chapter Council, to fill a casual vacancy, but so that:

- The total number of office-bearers or other members of the Chapter Council does not at any time exceed the number provided for in By-Law 2.5
- Any office-bearer or other member of the Chapter Council so appointed will only hold office from the date of their appointment until the next Retirement Date.

2.11. Election of Chapter President

Councillors elect a Chapter President from among the Council members.

An election for President or Vice-President might be necessary due to a number of reasons, including:

- voluntary resignation due to ill health or family/work commitments;
- vote of no-confidence where the Chapter Councillors agree by majority that there is a need to remove an underperforming office bearer and appoint a new;
- they become a Director;
- they complete the maximum eligible terms in office; or
- they stop being a member of the Institute.

Those that nominate for Chapter President must have served on the Chapter Council for at least one (1) year and have been a financial member for the immediate 12 months proceeding nomination

The election process for the Chapter President, Vice-President and Secretary roles will be determined by the Chapter Council. Chapter Councils are encouraged to engage their Chapter Ambassador in defining the election process and operating as a Returning Officer to conduct the election process for these roles.

2.12. Validity of Councillor Actions

If it is found that a person who has acted as a President, Vice President or Councillor was not properly elected or appointed, the validity of the acts taken by that person as a Council member, and the decisions of meetings of the Council held, in which that person has participated, are not affected where those decisions were taken and those meetings were held prior to the date on which it was found that the person was not properly elected or appointed.

2.13. Chapter Presidents Meetings

The CEO of the AIPM shall convene a virtual meeting of all the Chapter Presidents up to nine times a year to:

- share the strategic and operating plans of AIPM
- engage Chapters in supporting the execution of the AIPM strategy through each Chapter in Australia
- share and discuss market developments and emerging issues

- support Chapters in their efforts to drive drive Chapter events, in-person member engagement and the execution of AIPM strategy in each region across Australia

When a Chapter President cannot attend a meeting, the Chapter Vice-President may attend in his/her place.

2.14. Chapter Council Ambassadors

One Chapter Ambassador may be appointed to each Chapter Council. These important appointments will take on the role of trusted advisor to the Council.

In the interests of succession planning, balancing skills, knowledge and team composition, this role will provide stable leadership and be able to provide insight into the rich history of the Institute as the Councils diversify and regenerate.

The Chapter Council Ambassador will be selected and appointed by the CEO in consultation with the Chapter President. The appointment will be for a term of 2 years subject to a review after 12 months. The Ambassador is required to be a Fellow or Life Fellow of the Institute. The role will not have voting rights in the Chapter Council. The Ambassador may act as Returning Officer to handle the election process for the Chapter President, and for the Vice President and Secretary if the Council determines that those roles will be appointed.

3. Communities of Practice and Special Interest Groups

AIPM Special Interest Groups (SIGs) and Communities of Practice (CoPs) are national groups that offer forums for collaboration and knowledge development in all areas of project, programme and portfolio management as well as well as an opportunity to discuss the topics of relevance to the Institute. They are a coming together of practice, consultancy and academia working to produce guides, white papers, conferences, seminars and a space to network and share ideas.

Special Interest Groups are formed by groups of volunteers and provide a unique meeting place for experts, beginners, specialists and generalists from all industry sectors.

The structure and governance of CoPs and SIGs are defined by the CEO of AIPM
Professional Conduct of Council Members
Members of Chapter Council are expected to conduct themselves with the highest professional standards, and to:

- Comply with the AIPM Code of Conduct and Ethics
- Abide by and be bound by the AIPM Constitution, these By-laws and AIPM any policies and procedures developed from time-to-time

Non-conformance with the AIPM Constitution, these By-Laws and other governance requirements made in accordance with the Constitution and the organisation's Code of Conduct and Ethics may expose a Member to disciplinary action.

If any member of a Chapter Council is the subject of a complaint or disciplinary matter, the Board reserves the right to suspend a Council member from the Council during any investigation. This By-Law applies to the Chief Executive Officer and Company Secretary if they are members of the Institute or to a Chapter President or Councillor.