



PMI® South Africa Chapter Bylaws

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Contents

Introduction.....	3
Article I – Name, Principal Office, and Other Offices	4
Article II – Relationship to PMI®	4
Article III – Purpose and Limitations of the PMI South Africa Chapter	4
Article IV – PMI South Africa Chapter Membership	5
Article V – PMI South Africa Chapter Board of Directors	6
Article VI – PMI South Africa Chapter Executive Committee (EXCO)	7
Article VII – PMI South Africa Chapter Nominations and Elections.....	9
Article VIII– PMI South Africa Chapter Committees.....	10
Article IX – PMI South Africa Chapter Finances.....	10
Article X – Meetings of the Membership.....	10
Article XI – Branches of the PMI South Africa Chapter	11
Article XII – Inurement and Conflict of Interest.....	11
Article XIII – Indemnification	12
Article XIV – Amendments.....	13
Article XV – Dissolution	13

Introduction

These bylaws are one part of three documents that details the governance and management of the PMI South Africa Chapter. The three documents are:

Memorandum of Incorporation

The South African Companies Act defines the Memorandum of Incorporation (MOI) as a document that sets out the rights, duties and responsibilities of shareholders, directors and others within and in relation to a company and by which a company is incorporated under the Act (or by which a pre-existing company was structured and governed).

The MOI therefore has priority over the Companies Act as long as it does not conflict with the Act. The MOI represents a set of rules that companies may accept, change or supplement to suit the particular needs of the company, with a proviso that all provisions of the MOI must be consistent with the provisions of the Act.

Bylaws

In the MOI the bylaws are referred to as the company rules. These bylaws are the written rules of conduct of the PMI South Africa Chapter and are in effect a contract among the members of the PMI South Africa Chapter. The bylaws were established by the PMI South Africa Chapter Board of directors and comprises 15 articles.

Annual Business Plan

The Annual Business plan is developed to define, communicate, and manage the specific objectives of the PMI South Africa Chapter for a given calendar year. The Annual Business Plan is developed by the Chapter President and is executed by the PMI South Africa Chapter Executive Committee.

Article I – Name, Principal Office, and Other Offices

Section 1. Name/Non-Profit Incorporation.

This organization shall be called the Project Management Institute, South Africa Chapter (hereinafter “the PMI South Africa Chapter”). This PMI South Africa Chapter is a Chapter chartered by the Project Management Institute, Inc. (hereinafter “PMI®”) 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 South Africa Chapter shall meet all legal requirements in the jurisdiction(s) in which the PMI South Africa Chapter conducts business or is incorporated/registered.

Section 3. These Bylaws support the Memorandum of Incorporation (MOI) of the PMI South Africa Chapter. The MOI shall take precedence over these Bylaws and other authority granted hereunder and in the event of a conflict between the terms of the MOI and the terms of these Bylaws, the South Africa Chapter shall be governed by and adhere to the MOI.

Section 4. Principal Office, Other Offices.

The principal office of the PMI South Africa Chapter shall be located in Johannesburg, South Africa. The PMI South Africa Chapter may have other offices as formally designated by the PMI South Africa Chapter Board.

Article II – Relationship to PMI®

Section 1. The PMI South Africa Chapter is responsible to the duly elected PMI® Board and is subject to all PMI® policies, procedures, rules and directives lawfully adopted.

Section 2. The Bylaws of the PMI South Africa 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 South Africa Chapter and PMI®, 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 South Africa Chapter shall be governed by and adhere to the terms of the Charter.

Article III – Purpose and Limitations of the PMI South Africa Chapter

Section 1. Purpose of the PMI SA Chapter.

- A. General Purpose. The PMI South Africa Chapter has been founded as a non-profit, tax-exempt corporation (or equivalent) chartered by PMI®, 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 South Africa Chapter, PMI®, and these Bylaws, the purposes of the PMI South Africa 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 South Africa Chapter

- A. General Limitations. The purposes and activities of the PMI South Africa Chapter shall be subject to limitations set forth in the Charter agreement, these Bylaws, and conducted consistently with PMI South Africa Chapter Memorandum of Incorporation.
- B. Specific Limitations.
 - a) The membership database and listings provided by PMI® to the PMI South Africa 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 South Africa 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.
 - b) The officers and directors of the PMI South Africa Chapter shall be accountable for the planning and operations of the PMI South Africa 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 South Africa Chapter Membership

Section 1. General Membership Provisions.

- A. Membership in the PMI South Africa Chapter requires membership of PMI®. The PMI South Africa Chapter shall not accept as members any individuals who have not been accepted as PMI® members.
- B. Membership of the PMI South Africa Chapter shall be open to any eligible person interested in furthering the purposes of the PMI South Africa Chapter. 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 of the PMI South Africa 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 South Africa 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 by PMI or PMI South Africa Chapter.

- E. Membership in the PMI South Africa 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 and their names removed from the official membership list of the PMI South Africa Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues plus the applicable application fee for PMI and the PMI South Africa Chapter to PMI.
- G. Upon termination of membership in the PMI South Africa Chapter, the member shall forfeit any and all rights and privileges of membership.
- H. All paid up PMI South Africa Chapter members will be eligible to vote at the Annual General Meeting and any other Special General Meeting called by the PMI South Africa Chapter.
- I. All paid up PMI South Africa Chapter members will be eligible to avail themselves to serve on the PMI South Africa Chapter Board or hold any office within PMI South Africa Chapter to which they have been voted into.

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

Article V – PMI South Africa Chapter Board of Directors

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

Section 2. Board governance of the PMI South Africa Chapter will include fiduciary and reasonable duties of care within common law, protection and optimization of financial resources, and provision of strategic guidance to the PMI South Africa Chapter, as recommended in the King IV Report for Corporate Governance™ for South Africa.

Section 3. The PMI South Africa Chapter Board shall consist of persons who satisfy the requirements of a Chapter director, elected by a simple majority of voting members of PMI South Africa Chapter as described in Article 3 of the MOI.

Section 4. The size of PMI South Africa Chapter Board and number of Directors shall be determined annually at the AGM to satisfy sufficient representivity in Chapter context and man the PMI South Africa Chapter Board committees required for neutral governance (see MOI Art 3.2 (3)). Terms of office for the Directors of the PMI South Africa Chapter Board shall be three years, renewable.

Section 5. The PMI South Africa Chapter Board shall elect annually, immediately after the Annual General Meeting from amongst the PMI SA Chapter Board members, a chairman and vice-chairman, both of whom will be members of PMI South Africa Chapter in good standing.

Section 6. When a PMI South Africa Chapter director fails to attend two (2) consecutive board meetings, or for any non-performance reason (MOI Art 3.4), he/she will receive a written warning and, if not remedied by the next meeting, his/her directorship will be terminated by the PMI South Africa Chapter Board. A director may resign by submitting written notice to the Chair of the PMI South Africa Chapter Board (MOI Art 3.5). Such resignation as

director shall be effective 30 days after receipt by the PMI South Africa Chapter Board chair, unless specified otherwise.

Section 7. The PMI South Africa Chapter Board will govern the satisfactory compliance of PMI South Africa Chapter through a body established for the explicit purpose of managing the day-to-day operations of the PMI South Africa Chapter, named the PMI South Africa Chapter Executive Committee, as described in Article VI.

Article VI – PMI South Africa Chapter Executive Committee (EXCO)

Section 1. The day-to-day operations of the PMI South Africa Chapter shall be managed by an Executive Committee, hereinafter referred to as the “EXCO”. The EXCO shall be responsible for implementing and compliance with the applicable PMI South Africa Charter Agreement and approved Business Plan, Bylaws, policies, practices, procedures, rules and applicable law.

Section 2. The PMI South Africa Chapter EXCO Officers shall consist of the PMI South Africa Chapter President, Vice Presidents and Senior Vice-Presidents. Officers of the PMI South Africa Chapter EXCO shall be elected by the membership of PMI South Africa Chapter. The portfolios of Officers will be subject to the needs of PMI South Africa Chapter at the time, but will generally be established for any or all of the following portfolios:

- a) Chapter President
- b) Senior Vice President 1 – Operations & Partners
- c) Senior Vice President 2 – Rising Leaders - New
- d) VP Cluster Engagement - New
- e) VP Finance
- f) VP Membership
- g) VP Marketing
- h) VP Communication & Technology
- i) VP Academic Outreach
- j) VP Professional Development
- k) VP Volunteer Management
- l) VP ATP Outreach
- m) VP Youth & Social impact/PMIEF Liaison
- n) VP Corporate Outreach
- o) VP Early Career Professionals - New
- p) VP Event Co-ordination – New
- q) VP Fund Raising – New

A detailed job description will be accepted by each appointed Officer at time of commencement, and the Chapter President will manage compliance with the job description.

Section 3. Officers of the PMI South Africa Chapter EXCO shall be PMI South Africa Chapter members in good standing.

Section 4. Terms of office for the Officers of the PMI South Africa Chapter EXCO shall be two 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 by another term on the EXCO in general. All efforts will be employed to maintain the introduction of a minimum of two new persons as Officers every year 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 South Africa Chapter in good standing. Minutes of sub-committee meetings will be distributed and archived as appropriate in a central repository accessible to the PMI South Africa Chapter President and his/her nominees.

Section 6. The PMI South Africa Chapter President shall be the Chief Executive Officer for the PMI South Africa Chapter and of the EXCO, and shall perform such duties as are customary for presiding officers, including affecting all required appointments in elected positions (inclusive of short term “acting” VP’s) (see Art.VI Section 11) with the approval of the PMI South Africa Chapter Board, as well as PMI Region liaison, regular performance reporting and taking minutes of EXCO meetings. The Chapter President shall also serve as an ex-officio director on the PMI South Africa Chapter Board with the right to participate and vote on all committees except the Nominating Committee.

The President has a fiduciary responsibility to the chapter in addition to being a member ex-officio with the right to vote on all committees except the nominating committee.

At the conclusion of the two-year term as President, the person leaving the office shall, for the period of one year, fill the office of Immediate Past President. This office has no voting rights on the Board of Directors.

Section 7. The EXCO shall exercise all powers of the PMI South Africa 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 PMI South Africa Chapter is incorporated/registered. The EXCO 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 South Africa Chapter business and funds.

Section 8. The EXCO shall meet at the call of the Chapter President, or at the written special request of a minimum of three (3) members of the EXCO. A quorum shall consist of no less than one-half of the membership of the EXCO 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 EXCO may conduct its business by teleconference, facsimile or other legally acceptable means. Meetings shall be conducted in accordance with procedures determined by the PMI South Africa Chapter Board.

Section 9. The EXCO may declare an officer's position to be vacant where an officer ceases to be a member in good standing of PMI® or of the PMI South Africa Chapter by reason of non-payment of dues, or where the officer at large fails to attend two (2) consecutive EXCO meetings.

When an EXCO officer ceases to be a member in good standing or fails to attend two (2) consecutive EXCO meetings, or for any non-performance reason, he/she will receive a written warning and, if not remedied by the next meeting, his/her position will be declared vacant by the “President” or 2/3 vote of the remaining members of the EXCO.

An officer may resign from the Exco by submitting written notice to the Chapter President. Such resignation shall be effective upon receipt by the Chapter President unless specified otherwise.

Section 10: If any officer position becomes vacant, the EXCO may appoint an acting candidate successor (preferably from the EXCO or co-opted from membership) to fill the office for the remaining portion of the term for the vacant position. In the event the Chapter 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 South Africa Chapter Board) shall assume the duties and office of the presiding officer for the remainder of the term.

Article VII – PMI South Africa Chapter Nominations and Elections

Section 1. The nomination and election of officers and directors 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 within the limits of the representation requirements of the PMI South Africa Chapter Board.

Section 2. Candidates who are elected shall take office on the first day of the next financial year following their election, and shall hold office for the duration of their terms or until their successors have been elected and qualified.

Section 3. A Nominating Committee appointed by the PMI South Africa Chapter Board shall prepare a slate containing nominees for vacant EXCO Officer or Director positions and shall determine the eligibility and willingness of each nominee to stand for election. Candidates for EXCO 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 South Africa 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 South Africa Chapter Board.

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

Section 5: In accordance with PMI® policies, practices, procedures, rules and directives, no funds or resources of PMI® or the PMI South Africa Chapter may be used to support the election of any candidate or group of candidates for PMI®, PMI South Africa 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 South Africa Chapter Nominating Committee, or other applicable body designated by the PMI South Africa Chapter, will be the sole distributor(s) of all election materials for PMI South Africa Chapter elected positions.

Gifts and/or contributions by others, on behalf of potential or actual nominees are not permitted. Violations shall be brought to the attention of the Nominating Committee for review, who shall inform the individual (s) involved in writing of the complaint. Failure to abide by the rules may result in disqualification.

Furthermore, to uphold the principle of fairness and prevent any conflicts of interest, no current member of the Nominating Committee may resign from their position on the committee with the intention to run for a Board Candidate position.

To avoid conflicts of interest, chapters that become Authorized Training Partners may not permit their chapter board members or those in a decision-making role within the chapter to serve as certified instructors, nor can they be the Authorized Training Partner owner.

Lastly, authorized Training Partner owners and certified instructors cannot serve as a chapter board member or a volunteer holding a decision-making role within the chapter while they are still an owner or certified instructor.

Article VIII – PMI South Africa Chapter Committees

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

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

Section 2. PMI South Africa Chapter annual membership dues shall be set by the EXCO, subject to consultation with the PMI SA Chapter Board and AGM approval and communicated to PMI® in accordance with policies and procedures established by PMI®.

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

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

Section 5. The Chapter President shall employ Chapter-paid support staff upon the approval of the PMI South Africa Board for either a short term or a longer period should the need arise.

Section 6. Each appointment shall be as a Service Provider to the Chapter and it shall be considered an appointment reporting to the Chapter President.

Section 7. The number of paid staff shall be on the basis of the needs of the Chapter to ensure Chapter operational requirements are met.

Article X – Meetings of the Membership

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

Section 2. Special meetings of the PMI South Africa Chapter membership may be called by the Chapter President; by a majority of the EXCO; by the PMI South Africa Chapter Board, or by petition of ten percent (10%) of the voting membership directed to the Chapter President. Notice of all special meetings shall be sent by the EXCO to membership 30 days in advance of the meeting to allow membership the opportunity to participate in such special meetings. The notice must indicate the time and place of the meeting and include the proposed agenda. Actions 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 meetings of membership. However, decisions taken at such meetings will only be enforceable if notice of the meeting was given timeously, as described in sections 1 and 2 above, 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 PMI South Africa Chapter Board.

Article XI – Clusters of the PMI South Africa Chapter

Section 1. PMI South Africa Chapter may establish clusters in various geographical locations within South Africa, in accordance with PMI® directives and as described below. The locations of the clusters shall be included in the Chapter Annual Business Plan and be agreed to by the PMI South Africa Chapter Board. Clusters are in alignment with the PMI’s branch policies.

Section 2. Establishing a Cluster.

Upon written permission granted by PMI via the charter agreement; the PMI South Africa Chapter shall be permitted to organize its members who reside in geographically limited areas in groups (hereinafter “Cluster”) for the purpose of delivering its services locally. A Cluster of PMI South Africa Chapter shall be governed by these Bylaws and shall conduct its business in compliance with the PMI South Africa Chapter’s policies and procedures and Charter with PMI®.

Section 3. Geographic Area. Each Cluster formed to service a defined geographic area of 20kms radius of its members will not extend its services beyond the geographic boundaries defined by the PMI South Africa Chapter.

Section 4. Distribution of Dues. All PMI South Africa Chapter dues and fees will be collected by PMI® on behalf of the PMI South Africa Chapter and will be forwarded to the PMI South Africa Chapter.

Section 5. The Chapter Cluster Facilitator will reside within a Cluster and be the anchor for that Cluster. A Chapter Cluster Co-ordinator will be a co-ordinator for 5 or more clusters but also belong to one of the Clusters and reports to the VP – Cluster Engagement. There will be a Chapter Cluster Ambassador who will be an active VP but supporting the work of Clusters in a particular geographic area and already a member of PMI South Africa Chapter’s EXCO.

Article XII – Inurement and Conflict of Interest

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

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

Section 3. PMI South Africa Chapter may engage in contracts or transactions with members, elected officers of the EXCO or directors of the PMI South Africa Chapter Board, appointed committee members or authorized representatives of PMI South Africa 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 EXCO or the PMI South Africa Chapter Board prior to commencement of any such contract or transaction.
- B. The EXCO or PMI South Africa Chapter Board in good faith authorizes the contract or transaction by a majority vote of the directors who do not have an interest in the transaction or contract;
- C. The contract or transaction is fair to PMI South Africa Chapter and complies with the laws and regulations of the applicable jurisdiction in which PMI South Africa Chapter is incorporated or registered at the time the contract or transaction is authorized, approved or ratified by the PMI South Africa Chapter Board.

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 that they are 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 South Africa Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the PMI South Africa Chapter, has been made party, or is threatened to be made a party, to any civil, criminal, administrative, or investigative action or proceeding against PMI South Africa Chapter (other than an action or proceeding by or in the right of the PMI South Africa Chapter), 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 PMI South Africa Chapter 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 South Africa 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 South Africa Chapter, or is or was serving at the request of the PMI South Africa 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 through an Ordinary Resolution as described in the MOI, Article 1 (1.6) and further explained by PMI Template Article XIII Section 1.

These bylaws may be amended by a two-thirds (2/3) vote of the voting membership in good standing voting by electronic ballot; or by two-thirds (2/3) vote of membership present and voting at an annual meeting of the PMI South Africa 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 to the Bylaws may be proposed by the EXCO 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 PMI South Africa Chapter Board with or without recommendation.

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 South Africa Chapter's Charter with PMI® and the PMI South Africa Chapter's MOI.

Article XV – Dissolution

Section 1. In the event that the PMI South Africa 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 South Africa Chapter Charter and require the PMI South Africa Chapter to seek dissolution.

Section 2. In the event the PMI South Africa 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 PMI South Africa Chapter to seek dissolution.

Section 3. In the event the PMI South Africa Chapter is considering dissolving, the PMI South Africa Chapter Board must notify PMI® in writing and follow the Chapter dissolution procedure as defined in PMI®'s policy.

Section 4. Should the PMI South Africa Chapter dissolve for any reason, its assets shall be dispersed to a non-profit 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 South Africa Chapter entity must be approved by a majority of the members voting on the motion to dissolve.

Section 6. The dissolution process must comply with Article 6 of the MOI.