

CONSTITUTION OF
PROJECT MANAGEMENT INSTITUTE (SINGAPORE CHAPTER)

1 NAME

1.1 The name of this society shall be the “Project Management Institute Singapore Chapter,” hereinafter referred to as the “Society”.

2 DEFINITIONS

2.1 Society – Project Management Institute Singapore Chapter.

2.2 PMI – The Project Management Institute, Inc., incorporated as a non-profit, tax-exempt corporation organized under the laws of the United States of America and the Commonwealth of Pennsylvania, as a professional association for the purposes set forth in its bylaws and its Articles of Incorporation.

2.3 Constitution: The governing policies of the society as set forth in this document.

2.4 Executive Committee – The governing body of the Society.

2.5 Member – A person who meets all the requirements of membership in the Society and whose dues and subscriptions are current.

2.6 Officer – A Member who is part of the Executive Committee and includes 1 President, 2 Vice President(s), 1 Honorary Secretary, 1 Honorary Treasurer, 1 Honorary Assistant Secretary, 1 Honorary Assistant Treasurer.

2.7 Committee Member – A Member who is part of the Executive Committee and is not one of the named Officers.

2.8 General Meeting-AGM (Annual General Meeting) or EOGM (Extraordinary General Meeting)

2.9 Honorary Auditor – A member of the Society, elected at a General Meeting.

2.10 External Auditor – A registered public accountant firm appointed by Executive Committee and approved in a General Meeting.

2.11 SOPs-Standard Operating Procedures, The procedures and processes approved by the Executive Committee, including SOPs for nomination and election committees.

3 PLACE OF BUSINESS

3.1 The Society's place of business shall be at "20 Bendemeer Road, #04-02 Cyberhub, Singapore 339914" or other such address as may subsequently be decided upon by the Executive Committee and approved by the Registrar of Societies. The Society shall carry out its activities only in places and premises, which have the prior written approval from the relevant authorities, where necessary.

4 AUTHORITIES

4.1 This Society is a Chapter chartered by the PMI, and separately incorporated under the laws of the Republic of Singapore which shall be duly respected by the Society in the conduct of its business.

4.2 The authority and rules governing the formation and operation of the Society is the Constitution of the Society.

4.3 The Society shall meet all legal requirements of the jurisdictions in which it conducts business or is incorporated.

5 OBJECTS

Its objects are:

5.1 To advance the mission of the Society and PMI which is to:

5.1.1 Provide quality product/services to Project Management professionals.

5.1.2 Advance the state-of-the-art of the practice of managing projects and programs

5.1.3 Foster professionalism in the management of projects

5.1.4 Advocate acceptance of project management as a discipline and profession.

5.1.5 Stimulate appropriate global application of project management skills for the benefit of the general public by promoting professional Project Management principles.

5.1.6 Provide a recognized forum for the free exchange of ideas, applications, and solutions to project management issues among its members.

5.1.7 Advancing the practice and profession of project management in a conscious and proactive manner.

5.2 To build up a dynamic and vibrant membership.

- 5.3 To promote closer relationship among project management stakeholders.
- 5.4 To develop and provide project management related professional and educational programs for its members and the community.

6 MEMBERSHIP

- 6.1 Membership to the Society is open to all members of PMI.
- 6.2 A member of PMI may become the Member of the Society by paying annual Society fees as prescribed by the Executive Committee in accordance with Section 10.10.
- 6.3 A person wishing to join the Society shall submit the particulars directly to PMI by choosing Singapore Chapter as his or her Local Chapter.
- 6.4 A Member of the Society shall abide by the Society's Constitution and also the Code of Ethics and Professional Conduct as laid down by the PMI.
- 6.5 Membership in the Society shall terminate upon the member's resignation, failure to pay dues or expulsion from membership for just cause. Upon termination of membership in the Society, the member shall forfeit any rights and privileges of membership.

7 GOVERNANCE

- 7.1 The supreme authority of the Society is vested in a General Meeting of the Members.
- 7.2 The affairs and business of the Society shall be managed by the Executive Committee. The authority to operate the Society, disburse and receive funds, rent and to conduct any and all business of the Society is vested in the Executive Committee.
- 7.3 The Executive Committee is the first authority for the interpretation of the Constitution.
 - 7.3.1 The Members may override, revoke, or redefine any interpretation made by the Executive Committee as provided for in Section 11.4, Amendment of Constitution
- 7.4 An Executive Committee meeting must be held at least every two months after giving seven (7) days' notice to the Executive Committee members.
- 7.5 The President may call an Executive Committee meeting at

any time by giving a seven (7) days' notice.

- 7.6 At least 1/2 of the Executive Committee Members must be present for its proceedings to be valid.
- 7.7 Any member of the Executive Committee absenting himself/herself from three meetings consecutively without satisfactory explanation shall be deemed to have withdrawn from the Executive Committee and a successor may be co-opted by the Executive Committee to serve until the next AGM. In addition, the Executive Committee may co-opt Members of the Society to assist in its day to day or any core activities. Any changes in the Executive Committee shall be notified to the Registrar of Societies within two weeks of the change. Such co-opted Members shall have no right to vote at the Executive Committee meetings.
- 7.8 The administration of the Society shall be entrusted to the Executive Committee consisting of the following to be elected at each AGM or an EOGM:
 - 7.8.1 A President
 - 7.8.2 Two (2) Vice Presidents
 - 7.8.3 An Honorary Secretary
 - 7.8.4 An Honorary Treasurer
 - 7.8.5 An Honorary Assistant Secretary
 - 7.8.6 An Honorary Assistant Treasurer
 - 7.8.7 Nine (9) Committee Members.

In addition to the elected members proposed above, the immediate past President of the Society will also be automatically inducted in the Committee as an ex-officio member.
 - 7.8.8 The immediate Past President shall have only an advisory role as it would help in the sharing the experience and knowledge in handling the Society's matters for the general benefit of the Society.
 - 7.8.9 The President shall chair all Executive Committee Meetings and General Meetings and represent the Society in its dealing with outside persons.
 - 7.8.10 The Vice Presidents shall assist the President and President may nominate one of them to perform the duties

required of the President in the absence of the President. In the event the President is absent without nominating one of the vice presidents, the Executive Committee will select one of the Vice Presidents as acting president to chair the particular meeting.

- 7.8.11 If neither President nor the Vice Presidents are present due to resignation or their inability to participate in a Meeting, the Executive Committee members may elect one of the office bearers to chair the particular Meeting.

- 7.8.12 The Honorary Secretary shall:
 - 7.8.12.1 keep an up-to-date registry of members, minutes of the General Meeting and Executive Committee Meetings except related to financial affairs and transact all correspondence;
 - 7.8.12.2 file annual Charter Renewal documents with PMI;
 - 7.8.12.3 send out notices of all meetings;
 - 7.8.12.4 Circulate to the Executive Committee members copies of the minutes of the General Meeting, Executive Committee Meetings and other meetings as authorized for circulation by the Executive Committee;
 - 7.8.12.5 Prepare the annual report of the Society and the accompanying enclosures for presentation to the members; and
 - 7.8.12.6 Carry out and implement the decision of the Society and of the Executive Committee
- 7.8.13 In the event of resignation of Honorary Secretary or his/her inability to participate in a meeting to perform his/her duties, the Honorary Assistant Secretary will perform all the duties required of the Secretary.
- 7.8.14 In the event that both the Honorary Secretary and the Honorary Assistant Secretary are unable to participate in a meeting, the Chair of the Meeting shall assign one of the Executive Committee members to perform the duties of the Secretary.

- 7.8.15 The Honorary Assistant Secretary shall assist in the duties of the Honorary Secretary as stipulated in Section 7.8.12 above.
- 7.8.16 The Honorary Treasurer shall:
 - 7.8.16.1 Collect subscriptions, donations, and all monies payable to the Society;
 - 7.8.16.2 Keep vouchers and records of receipts and expenditure;
 - 7.8.16.3 Draw up monthly statements of account and such other statements or budgets that may be necessary for the due administration of the Society;
 - 7.8.16.4 as soon as possible deposit all monies received (other than petty cash) in the Society's bank account;
 - 7.8.16.5 Ensure that all cheques and financial instruments issued by the Society are signed by either the President or a Vice President or the Honorary Secretary and countersigned by the Honorary Treasurer or Honorary Assistant Treasurer;
 - 7.8.16.6 Ensure that all payments are authorized by the President or the Vice President or the Honorary Secretary before issuing a cheque; and
 - 7.8.16.7 Prepare annual income/expenditure statement to be audited by at least one Honorary Auditor.
- 7.8.17 The Honorary Assistant Treasurer shall assist in the duties of the Honorary Treasurer as stipulated in Section 7.8.16 above. In the absence or resignation of the Honorary Treasurer, the Honorary Assistant Treasurer shall perform all the duties required of the Honorary Treasurer.
- 7.8.18 In the event that both the Honorary Treasurer and Honorary Assistant Treasurer wish to vacate their positions through resignation, with a minimum of one (1) month's notice, the Executive Committee shall request for an audit upon receiving the resignation and assign a new Honorary Treasurer from among the Executive

Members. A notice of such a change along with valid documents and audited accounts shall be sent to the Registry of Societies, PMI and the Society's bank for a change in signatory in the bank account.

7.8.19 All other members of the Executive Committee shall assist in the general administration.

7.9 The term of office of the Executive Committee shall be one (1) year from April 1 of the year of AGM to March 31st of the next year of AGM.

7.10 All the Executive Committee members may be elected for no more than a maximum of six (6) consecutive years on the executive committee, in general and there shall be a lapse of at least one (1) year before he/she serves on the Executive Committee.

7.11 SOPs

7.11.1 The Executive Committee shall create, update and maintain SOPs.

7.11.2 The SOPs shall conform with and not contradict PMI best practices, PMI code of ethics and the Society's constitution.

7.11.3 The SOPs may be used for but not limited to activities such as planning, operational guidelines, information for potential candidates, leaving a legacy, knowledge sharing and transitioning.

7.11.4 The SOPs must be reviewed and approved by the Executive Committee periodically.

7.11.5 The Honorary Secretary shall provide a copy of the Society's SOPs to any Member upon receiving a written request.

8 NOMINATION COMMITTEE, NOMINATIONS AND NOMINATION FORMS

8.1 Nomination Committee

8.1.1 A Nomination Committee consisting of three (3) or five members (5) shall be

appointed by the Executive Committee in accordance with the provisions set out in the Constitution before the announcement of the date for the AGM. The Nomination Committee shall not include those members who shall be filing nominations for election for Executive Committee positions or running for the Honorary Auditors positions.

8.1.2 The Nomination Committee members shall be current members of the Society.

8.1.3 The members of the Nomination Committee shall be notified formally that they have been appointed as members of the Nomination Committee. The Members of the Nomination Committee shall formally accept/reject this invitation. The Nomination Committee will then decide who would be the Chair and shall communicate this formally to the Society members. This communication shall be handled by the Secretary. This process shall be completed one month prior to the date of the Elections.

8.1.4 The Charter of the Nomination Committee shall be:

8.1.4.1 Scrutinise the Nomination Forms to ensure that the member standing for election is a member in good standing and does not have any pending issues such as bankruptcy.

8.1.4.2 The Committee should also ensure that clauses in Section 8.1.1 through 8.1.3 are not violated.

8.2 Nominations and Nomination Forms

8.2.1 The Nomination Form shall be distributed to the Members together with the notice of AGM.

8.2.2 A person standing for election as an Executive Committee member must be a Member of the Society in good standing.

8.2.3 A Member standing for election as an officer must have previously served at least one complete term as an Officer or a Committee Member. The term may have occurred at any time prior to the Member's standing for election. A Member standing for election as a President must have previously served at least one complete term as an Officer and one complete term as a Committee Member. The term may have occurred at any time prior to the Member's standing for election.

8.2.4 Nomination forms shall be made by filling a form prescribed by the Executive Committee, duly signed by a proposer and a seconder, by the date prescribed by the Executive Committee.

8.2.4.1 No member may nominate more than one member for any post. Members standing for election and member who have already nominated a member for executive committee cannot not make any new nominations in the General Meeting (in case of insufficient number of executive committee

member nominations).

- 8.2.4.2 and No member may second more than one member for any post
- 8.2.4.3 Any violation shall render the nominations null and void.
- 8.2.5 Each Nomination shall be individually submitted to the Nomination Committee.
- 8.2.5.1 Nominations in the form of facsimiles or e-mails or sent through any electronic medium, unless specified by the Executive Committee, shall not be accepted.
- 8.2.5.2 Any violation shall render the nominations null and void.
- 8.2.6 Each Nomination shall be accompanied by a short write-up of the individual contesting for the post.
- 8.2.7 The Nomination Committee shall submit the verified Nomination Forms along with the candidates write-up to the Election Committee who shall then hold the Election.
- 8.2.8 Any nominee who is disqualified for any reason cannot stand for any post. A written communication shall be sent by nomination committee chairman stating reason for disqualification.
- 8.2.9 The decision of the Nomination Committee shall be final and is binding on all nominees.

9 ELECTION COMMITTEE AND ELECTIONS

- 9.1 An Election Committee consisting of three (3) members or five (5) members shall be appointed by the Executive Committee in accordance with the provisions set out in the constitution before the announcement of the date for the AGM. The Election Committee shall not include those members who shall be filing nominations for election for Executive Committee positions or running for the Honorary Auditors positions. No member of the Nomination Committee shall be part of the Election Committee. The formation of the Election Committee shall be concurrent with the formation of the Nomination Committee, following the same guidelines as stipulated in Section 8.1.1 through 8.1.4.
- 9.2 The members of the Election Committee shall be notified formally that they have been appointed as members of the Election Committee. The Members of the Election Committee shall formally accept/reject this invitation. The Election Committee will then decide who would be the Chair and shall communicate this formally to the Society. This communication shall be handled by the Secretary. This process shall be completed one month prior to the date of the Elections.

- 9.3 All Executive Committee members of the society can serve the same position for four (4) consecutive terms (years) only with the exception of Honorary Treasurer and Honorary Assistant Treasurer.
- 9.4 The Honorary Treasurer and Assistant Honorary Assistant Treasurer may be elected for a maximum of two (2) consecutive terms (years) only.
- 9.5 The Chair of the Election Committee shall inform the members about candidates who have been declared unopposed prior to the General Meeting.
- 9.6 Only Members of the Society shall be eligible to vote for candidates for the Executive Committee and Honorary Auditors.
- 9.7 Voting by proxy shall not be allowed for the election.
- 9.8 Election of Officers, Executive Committee Members, and Honorary Auditors shall occur annually at the Annual General Meeting or an Extraordinary General Meeting.
- 9.9 Voting slips shall be prepared by the Election Committee and should be serially numbered. The names of the candidates should be clearly visible and no initials will be allowed on the voting slip.
- 9.10 Election shall be by the members casting their votes on the voting slips
- 9.11 Election of the Executive Committee shall be by a simple majority vote of the Members. The candidate with the most votes wins, or in the case of positions with multiple posts, the candidates with the most votes wins
- 9.12 In the event of a tie, a re-vote shall be taken and if it still results in a tie, a lot shall be drawn to determine who shall be successful candidate unless the contesting candidate(s) withdraws in favor of one of themselves.
- 9.13 No candidate shall be allowed to address the members present.
- 9.14 The Chair of the Election Committee shall address the members informing them of the candidates who have been declared unopposed.
- 9.15 The Chair of the Election Committee shall then address the members informing them of the contested posts.
- 9.16 The post contested for, the name of the candidate and the write-up submitted by the candidate shall then be delivered to the members. This can be done either by reading this or via a presentation.
- 9.17 The voting slips shall be handed out to each member as the member enters the meeting area. Once inside, no member may leave until the voting session is over.
- 9.18 The first item and order of the items on the agenda shall be determined by

the Executive Committee and voted for adoption by the Society's members at the start of the General meeting (after getting the required quorum as outlined in Section 10.8 and 10.9). A simple majority by show of hands will approve the agenda for the meeting.

9.19 The decision of the Election Committee shall be final and is binding on all nominees.

10 GENERAL MEETINGS

10.1 An Annual General Meeting shall be held by the end of March of each calendar year.

10.1.1 In the event that the Annual General Meeting cannot be held by the end of March, the Registrar of the Societies and the Members shall be notified of the new date by the end of March.

10.1.2 In the event that the AGM cannot be held by the end of March, the Executive Committee shall have no governance authority except for the announcement of the AGM and the nomination process (Section 8).

10.2 The following minimum business must be conducted at the AGM:

10.2.1 An accounting of the previous financial year's accounts and an annual report of the Executive Committee.

10.2.2 Confirmation of Appointment of a Registered Public Accounting Firm as the External Auditor for the society for a period of 1 year or extension of contract for a Registered Public Accounting Firm as the External Auditor for the Society for a period of 1 year.

10.2.3 The election of Officers, Executive Committee Members, and Auditors for the following term.

10.2.4 Alternatively, the election may, at the Executive Committee's decision, be conducted electronically and not at the AGM, so long as such election is held within 1 month of the AGM and so long as all other rules of the nomination and election are followed.

10.3 Unless otherwise stated in this Constitution, voting by proxy shall not be allowed at all General Meetings.

10.4 At other times, an Extraordinary General Meeting must be called by.

- 10.4.1 the President at the request in writing of not less than 25% of the total voting Members; OR
- 10.4.2 by a requisition of 30 (Thirty) voting Members; OR
- 10.4.3 by order of the Executive Committee.
- 10.4.4 The notice in writing shall be given to the Honorary Secretary setting forth the business to be transacted. The Extraordinary General Meeting shall be convened within 2 months from receiving such a notice of request to convene the Extraordinary General Meeting.
- 10.5 If the Executive Committee does not within two (2) months after the date of the receipt of the written notice proceed to convene an EOGM, the Members who requested for the EOGM shall convene the Extraordinary General Meeting by giving thirty (30) days' notice to all members setting forth the business to be transacted and simultaneously informing all members through email as well as posting on the Society's website.
- 10.6 At least thirty (30) days notice shall be given of a General Meeting. Notice of Meeting stating the date, time and place of meeting shall be sent by the Honorary Secretary to all Members. The particulars of the agenda shall be communicated to all members through email as well as posted on the Society's website seven (7) days prior to the Meeting.
- 10.7 Any Member who wishes to place an item on the agenda of a General Meeting may do so provided such request in writing is given to the Honorary Secretary at least two weeks before the Meeting is due to be held.
- 10.8 At least twenty five (25) percent (%) of the total voting Membership or seventy (70) voting Members, whichever is the lesser, present at a General Meeting shall form a quorum. Proxies shall not be counted as part of the quorum.
- 10.9 In the event of there being no quorum at the commencement of a General Meeting, the meeting shall be adjourned for half an hour and should the number then present be still insufficient to form a quorum, then those present shall be considered a valid quorum, but they shall have no power to amend any of the existing Constitution nor to remove Executive Committee members from their offices.
- 10.10 Only the Annual General Meeting of the Members may decide on the changes to the amount and structure of Annual Society Fees that is paid by individual Members through the PMI.
- 10.1.1 Action at such a meeting shall be limited to those agenda items

contained in the notice of the meeting.

11 AMENDMENTS OF CONSTITUTION AND BYLAWS

- 11.1 No alteration or addition/deletion to this Constitution shall be made except at a general meeting and with the consent of two-thirds of the voting members present at the General Meeting and they shall not come into force without the prior sanction of the Registrar of Societies.
- 11.2 Additions, deletions, or amendments to the Constitution may be proposed by any Member or the Executive Committee.
- 11.3 The Society shall not amend its Constitution without the prior approval in writing of the Registrar of Societies. No alteration or addition/deletion to this Constitution shall be passed except at a General Meeting and with the consent of two-thirds (2/3) of the voting members present at a General Meeting.
- 11.4 All constitution amendments must be approved by PMI before making it available for the Society members to vote or approve.

A copy of the Society's Constitution, as amended, shall be filed with the PMI

12 FINANCE

- 12.1 Two Honorary Auditors will be elected by the members at the AGM to perform the role as the Internal Auditors for the Society. They will hold office for one term only and shall not be re-elected for a consecutive term. They may attend Executive Committee Meetings as an Observer and shall have no voting rights in the Executive Committee Meetings.
 - 12.1.1 Two Honorary Auditors will hold office for a term of one year only and shall not be re-elected for a consecutive term. The Honorary Auditors may attend Executive Committee Meetings but shall have no voting rights in the Executive Committee Meetings.

The Honorary Auditors may be required by the President to audit the Society's accounts for any period during their tenure of office at any date and make a report to the Executive Committee.
- 12.2 The External Auditor:
 - 12.2.1 Members at the AGM shall at the recommendation of the Executive Committee, appoint a Registered Public Accounting Firm as the External Auditor for the Society for a period of 1 year. The

appointment of the External Auditor may be extended annually by the members present at the AGM.

- 12.2.2 The External Auditor shall audit each year's accounts and present a report of the accounts to the members to the AGM and state categorically whether the Financial Statements presented is a true representation of the financial position of the Society.
- 12.3 The financial year shall be from 1st January to 31st December.
- 12.4 The Executive Committee may authorize the expenditure of a sum not exceeding \$50,000 per month from the Society's funds for the Society's purposes. For any expenditure in excess of \$50,000 per month, Executive Committee shall get an approval from a subsequent General Meeting. The decision of the General Meeting shall be final and binding to the Executive Committee.
- 12.5 Cheques, etc for withdrawals from the bank shall be signed by the Honorary Treasurer or Honorary Assistant Treasurer and either the President or a Vice-President or the Honorary Secretary.
- 12.6 Financial Reserves
 - 12.6.1 Past years operating surplus to be set aside as Financial Reserve for use in emergencies to sustain financial operations in the unanticipated event of significant unbudgeted increases in operating expenses and/or loses in operating revenues.
 - 12.6.2 At the close of each Term of Office (March 31st), 50% of the Operating Surplus, if any, will be set aside as Financial Reserve Fund. The remaining 50% of the Operating Surplus will be carried forward to the new Term of Office as Operating Fund.
 - 12.6.3 The Board of Trustees, mentioned in Section 14.0 herein after provided, to be responsible for the control and administration of the Financial Reserve.
 - 12.6.4 The Executive Committee must seek the approval of the Board of Trustees when it needs to use the Financial Reserves. Board of Trustees can approve up to S\$100,000 per term.
 - 12.6.5 The Executive Committee shall call for a General Meeting to seek the members' approval to use the Financial Reserves in the event the Board of Trustees cannot or are unable to approve the release of the Funds.
 - 12.6.6 The Executive committee shall establish policies and procedures to govern the management of its finances and shall submit required tax filings to appropriate government authorities. The policies and procedures shall include the proportion of the Financial Reserves to

be invested in fixed deposit account, investment in Government Securities or a combination of both.

- 12.6.7 All dues billings, dues collections and dues disbursements shall be performed by PMI.

13 TRANSPARENCY

- 13.1 The Honorary Secretary shall provide a copy of the Society's Constitution to any Member upon receiving a written request.
- 13.2 The meetings of the Executive Committee shall be open to any Member, subject to the procedures described in the Constitution.
- 13.3 Any Member may request a copy of the minutes of an Executive Committee meeting by making an application in writing or email to the Secretary.

14 Board of Trustees

- 14.1 The Annual General Meeting shall appoint a Board of Trustees to exercise proper care, custody of all tangible and intangible assets owned by the Society. Assets held include but are not limited to intellectual properties, Financial Reserves in secure financial instruments approved by the Executive Committee and the General Meeting.
- 14.2 The Board of Trustees shall:
- 14.2.1 Have three (3) or five (5) members
 - 14.2.2 Be an active member of the Society and must not be an existing Executive Committee member
 - 14.2.3 Be elected by a General Meeting.
 - 14.2.4 Not effect any sale or mortgage of any asset held without the prior approval of the General Meeting.
- 14.3 Not effect any sale or mortgage of any asset held without the prior approval of the General Meeting.
- 14.3.1 If the trustee dies or becomes a lunatic or of unsound mind.
 - 14.3.2 If a trustee is absent from the Republic of Singapore for a continuous period of more than one year.

14.3.3 If he is guilty of misconduct of such a kind as to render it undesirable that he continues as a trustee.

14.3.4 If he submits notice of resignation from his trusteeship.

14.4 Notice of any proposal to remove a trustee from the trusteeship or to appoint a new trustee to fill a vacancy must be given by posting it on the Society's website and informing all members through email at least two weeks before the General Meeting at which the proposal is to be discussed. The result of such General Meeting shall then be notified to the Registrar of Societies.

14.5 The Executive Committee shall declare a Trustee's position to be vacant where a Trustee ceases to be a Member in good standing of PMI or of the Society for any just cause or where the Trustee fails to attend two (2) consecutive Trustee meetings.

14.6 A Trustee may resign by submitting written notice to the President of the Society. Unless otherwise specified in the notice or as may be determined by the Executive Committee, the resignation shall take effect upon receipt by the Executive Committee of the written notice.

14.7 A Trustee may be removed from office for just cause in connection with the affairs of the Society by a two-thirds (2/3) vote of the Members present and in person at a General Meeting of the Members, or by a two-thirds (2/3) vote of the Executive Committee. The Executive Committee shall notify members in writing of any removal of members from Board of Trustees and call for a general meeting within a year from time of vacancy.

14.8 The address of each immovable property, name of each trustee and any subsequent change shall be notified to the Registrar of Societies.

14.9 The Executive Committee shall provide quarterly reporting on the financial and assets to Board of Trustees.

15 VISITORS AND GUESTS

15.1 Visitors and guests may be admitted into the premises of the Society but they shall not be admitted into the privileges of the Society. All visitors and guest shall abide by the Society's rules and regulations.

16 IDEMNITY

16.1 In the event that any person who is or was an Officer, Committee Member, or an official representative of the Society, acting in good faith and in a manner reasonably believed to be in the best interests of the Society, has been made party, or is threatened to be made a

party, to any criminal, administrative, or investigative (other than an action or proceeding by or in the right of the Society), such representative may be indemnified against reasonable expenses, liabilities, including attorney fees, actually and reasonably incurred, judgments, fines and amounts paid in settlement in connection with such action or proceeding. Where the representative was successful in defending the action, indemnification is mandatory.

- 16.2 Unless ordered by a court, discretionary indemnification of any representative may 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.
- 16.3 To the extent permitted by applicable law, the Society may purchase and maintain liability insurance on behalf of any person who is or was an Officer, Committee Member employee, Trustee, agent or authorized representative of the Society.

PROHIBITIONS

- 17.1 No member of the Society shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the Society except as otherwise provided in this constitution. The income and property of the Society whensoever derived shall be applied towards the promotion of the objects of the Society as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to the persons who at any time are or have been members of the Society or to any of them or to any person claiming through any of them.
 - 17.1.1 No member of the Society or authorized representative of the Society shall receive any compensation, or other tangible or financial benefit for service to the Society. However, the executive committee may authorize payment by the Society of actual and reasonable expenses incurred by a member or authorized representative regarding attendance at Executive meetings and other approved activities.
- 17.2 No loans may be made to any Member from the Society's funds.
- 17.3 An Executive Committee member shall not participate in any contract or agreement in which he/she has a conflict of interest or perceived conflict of interest.
- 17.4 Gambling of any kind, whether for stakes or not, is forbidden on the Society's premises. The introduction of materials for gambling or drug taking and of

bad characters into the premises is prohibited.

- 17.5 The funds of the Society shall not be used to pay the fines of Members who have been convicted in a court of law except as provided herein in Section 16, Indemnity.
- 17.6 The Society shall not engage in any trade union activity as defined in any written law relating to trade unions for the time being in force in Singapore.
- 17.7 The Society shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.
- 17.8 The Society shall not hold any lottery, whether confined to its Members or not, in the name of the Society or Executive Committee, or the individuals in the Executive Committee, or Honorary Auditors without the prior approval of the relevant authorities.
- 17.9 The Society shall not raise funds from the public for whatever purposes without the prior approval of the Police Licensing & Regulatory Department and other relevant authorities.

18 DISPUTES

- 18.1 In the event of any dispute arising amongst Members, they shall attempt to resolve the matter at any EOGM in accordance with this Constitution. In the event the mediation process does not result in the dispute being resolved, the parties may escalate the dispute to the PMI Chapter Development Department to seek to resolve the dispute in accordance with the PMI Conflict Resolution Program (as per Section 27 of the PMI Charter Agreement). Should the Members fail to resolve the matter, they may bring the matter to a court of law for settlement.
- 18.2 In the event of a violation against the PMI code of ethics by any officer or member of the Society, the violation may be resolved through the PMI Ethics Review Committee.

19 PRESS RELEASE

- 19.1 All public statement of whatever kind related to the Society including circulars, letters, press releases, pamphlets and the like shall have the prior written approval of the Executive Committee or an Executive Committee Member assigned by the Executive Committee before they are released for circulation.

20 DISSOLUTION

- 20.1 In the event that the Society is considering dissolving, the Executive

Committee must notify PMI in writing and follow the Chapter dissolution procedure as defined in PMI's policy.

- 20.1.1 The Society shall not be dissolved, except with the consent of not less than three-fifth of the total voting membership of the society for the time being resident in Singapore expressed in person at a General Meeting convened for this purpose.
- 20.2 In the event of the Society being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Society shall be fully discharged, and the remaining funds/assets shall be disposed of in such manner as the General Meeting of Members may determine or donated to an approved charity or charities in Singapore.
- 20.3 A certificate of dissolution shall be given to the Registrar of Societies and the Members within seven days of the General Meeting convened for that purpose.