

IPMA International Project Management Association

Bylaws

(version 30 March 2019)

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Part I Constitution, Aims and Activities

Article 1: Constitution and Registered Office

- 1.1 "IPMA International Project Management Association" is an association in accordance with art. 60 et seq. of the Swiss Civil Code (Verein nach Art. 60 ff. des Schweizerischen Zivilgesetzbuchs).
- 1.2 The abbreviation of the name shall be IPMA.
- 1.3 IPMA has its registered office in Zürich.
- 1.4 IPMA shall be constituted as a non-profit making organisation.
- 1.5 The official language of IPMA shall be English.

Article 2: Aims and Activities

- 2.1 The aims of IPMA are:
 - * development of project, programme and portfolio management (collectively) known as "project management" as a profession;
 - * raising global awareness of project management as a key driver of success for organisations and society;
 - * enhancing professionalism amongst practitioners;
 - * recognizing individual and organizational project management competences through internationally recognized certification systems;
 - * provision of support for Member Associations in applying project management knowledge and standards nationally and internationally.
- 2.2 IPMA is an international, non-profit organization which achieves its aims for the profession of project management by working for and through its network of Member Associations.
- 2.3 The activities of IPMA shall include, but not be limited to:
 - (a) the initiation, development and support of Member Associations,
 - (b) the promotion of communication and networking between all Member Associations,
 - (c) the provision of conferences and other forums for the exchange of knowledge and experience,
 - (d) the development and provision of certification in project management and related organisational competences with international recognition,

- (e) the promotion of education and training in project management,
- (f) the promotion of research and development in project management,
- (g) the facilitation of world-wide cooperation in project management,
- (h) creation of international standards;
- (i) campaigning and lobbying to heighten awareness of project management and its benefits;
- (j) showcasing project management success through Awards and other media;
- (k) developing and maintaining a portfolio of products and services which meets the evolving needs of Member Associations and of the profession.

Part II Membership

Article 3: Types of Membership

3.1 The principal type of membership shall be the Member Associations, of which there shall be two types:

- * Member Associations,
- * Transitional Associations.

Member Associations are based on geographical exclusivity (see [previously numbered] 5. 3).

3.2 Associations which aspire to be Member Associations, but which do not yet meet all the conditions of clause 4.1, may be admitted as Transitional Associations while they progress towards Member Association status. Transitional Associations may not be awarded exclusive status for a given geographical area. Transitional status will generally last for 24 months from the date of the Council of Delegates ("CoD" or "Council") at which Transitional Membership was accepted; in exceptional circumstances, transitional status will last for a minimum of 6 months.

Article 4: Member Associations

4.1 Member Associations: In order to qualify as a Member Association, a Member Association must comply with the core and appropriate non-core criteria as identified from time to time in the Membership Agreement.

The application process requires that Member Associations provide clear evidence of satisfying the core and appropriate non-core criteria identified from time to time in the Membership Agreement including: history; size; growth; sustainability; governance; geographical coverage; commitment to IPMA values; commitment to meeting performance targets; commitment to developing membership, certification and other IPMA areas of activity; and commitment to engaging with IPMA as an administrative body.

The application process includes submission of formal documentation and subsequent presentation to Council.

Once approved by Council, Member Association status only becomes valid on payment of the first year's membership fee - IPMA will withdraw this status if the payment is not made within three months of the Council meeting at which the status was approved.

- 4.2 Subject to fulfilling the relevant requirements identified above, Member Associations will generally be awarded exclusive responsibility for a defined geographical area.

IPMA will support, encourage and facilitate the effective collaboration between Member Associations in advancing the aims of IPMA where Member Associations are united by shared interests, whether geographical, linguistic, cultural or within regions with common economic interests. Such networks will be identified in the Biennial Plan.

- 4.3 In order to sustain a vibrant community of Member Associations and to ensure that all areas of IPMA activity are adequately promoted, Executive Board (ExBo) will actively monitor performance of all Member Associations, including performance against the elements identified from time to time in the Membership Agreement.

IPMA is committed to supporting and developing its community of Member Associations, and will by default offer assistance to any Member Association which is failing to meet its performance obligations identified in the Membership Agreement.

In the event that a Member Association continues to break its obligations under the Membership Agreement despite IPMA's support and can offer ExBo no reasonable confidence that it can meet its obligations, CoD will be invited by ExBo to expel the Member Association from IPMA. The decision is final and without recourse to the courts of law.

- 4.4 The approval of the Council by simple majority shall be necessary for admission of a Member Association.

Article 5: Honorary Fellows

- 5.1 Honorary Fellowship: this designation shall be conferred only on persons rendering exceptional services for the IPMA or to the practice or theory of Project Management.

Honorary Fellowship does not confer voting rights on the individual concerned.

- 5.2 Candidates for Honorary Fellowship will be nominated by the Executive Board according to the guidelines in force from time to time and elected by the Council.

Article 6: Member Withdrawal

- 6.1 Member Associations shall be free to withdraw from IPMA by giving three months notice of their intention to withdraw at any time.

No refunds of fees or of advance payments will be paid by IPMA when withdrawal occurs part way through a financial year.

- 6.2 Member Associations who are in arrears with payment of their fees or payments for any aspect of IPMA activity for more than six months will lose their right to vote at CoD.

IPMA will make reasonable efforts to ensure that the defaulting Member Association is offered reasonable support in repaying its outstanding debt.

Member Associations who are in arrears with payment of their fees or payments for any aspect of IPMA activity for more than twelve months may be recommended to CoD by ExBo for expulsion from IPMA. The decision is final and without recourse to the courts of law.

- 6.3 Representatives from Member Associations whose payment to IPMA of invoices of whatever type is overdue by reference to IPMA's Terms and Conditions of Payment in force from time to time may not vote at any meetings, nor stand for election as officers.

Article 7: Member Associations Fees and Payments to IPMA

- 7.1 The size of the annual fee for each type of membership shall be set by the Council for a two year period, and set out in the biennial plan.

- 7.2 Honorary Fellowship shall be gratis.

- 7.3 ExBo will periodically review pricing levels for all areas of IPMA activity including membership and propose to Council future price increases, in accordance with the published lead-times for implementation in force from time to time.

ExBo will periodically review and update where required IPMA's Terms and Conditions of Payment.

Membership fees are payable on the first of April each year, and are payable within 30 days, unless previously agreed by the Executive Board.

Member Associations with more than four thousand members may be allowed to make their payments in two stages during the year, by the 1st day of February and September.

Article 8: Liability

- 8.1 No personal financial liability shall exist in respect of the commitments of IPMA.

Part III Means

Article 9: Means

- 9.1 The means of IPMA are generated by Membership and Certification fees, fees from other activities consistent with these Bylaws, and donations.

Part IV Organisation

Article 10: Internal Organisation

- 10.1 The internal organisation of IPMA consists of:
- * the Council;
 - * the Executive Board;
 - * the officers (members of Executive Board, chairpersons of Boards and working groups, managers of programmes and major projects);
 - * Executive Director plus administrative infrastructure and is defined more fully from time to time in IPMA's Rules & Regulations.
- 10.2 In order to facilitate decision-making between Council meetings where required, electronic voting may be undertaken after due notice unless over one third of the eligible votes (defined in 13.7) request a face-to-face meeting to deal with the matter in hand.
- 10.3 The membership of IPMA's various Boards and working groups shall reflect the broad international nature of IPMA. No more than one member per country may serve on a specific Board or working group.

Article 11: Council of Delegates

- 11.1 The Council of Delegates shall meet annually in the 1st quarter of each year at an independently convened meeting allowing sufficient time to ensure full consideration of all relevant matters. Sufficient additional meetings shall be convened during the year to ensure adequate involvement of the Member Associations.
- 11.2 Each Member Association nominates one Council Representative and one Substitute to attend the Council meeting. They may not be members of the Executive Board, nor officers of IPMA, nor members of the administrative infrastructure of IPMA.

The Representative and Substitute from a Member Association shall both be members of the board or governing council of the Member Association, or Board- level employees of the Member Association.

The Substitute attends the Council meetings if the Representative is unable to. The Representative will keep the the Substitute informed about the work of the Council. The Representative and the Substitute should be nominated in an odd numbered year to serve for a two year period. There shall be no limitation to the number of periods they may serve. The Member Association shall confirm by the beginning of each calendar year the name of its Representative and Substitute.

Each Representative or Substitute should be mandated by their Member Association to represent it on the topics mentioned on the CoD agenda and other relevant topics.

Only the Representative may speak at the formal Council meeting (or their Substitute if the Representative is unable to attend).

11.3 The Representative (or Substitute in the absence of the Representative) has the following number of votes at the Council meeting:

- * National Association, (up to 100 members): 1 vote National Association, (101-300 members): 2 votes
- * National Association, (301-1000 members): 3 votes
- * National Association, (1001-3000 members): 4 votes
- * National Association, (3001 - 10000 members): 5 votes National Association, (more than 10'000 members): 6 votes
- * Transitional Associations: no votes

For the purpose of this clause, a corporate member of a Member Association counts as five members.

11.4 The members of the Executive Board are co-opted, non-voting members of Council. Other Officers may be invited by the Chairperson of the Council to attend.

11.5 The date and time of Council meetings and their location shall be notified six months in advance and no later than the previous Council meeting. An agenda shall be sent to representative six weeks in advance. They shall be informed of all resolutions including the election of officers and the names of candidates at this time. If this notice is not given, the resolutions and election shall be deemed to be invalid.

11.6 An extraordinary meeting of Council may be called, giving three months' notice in writing, either by:

- * the Chairperson,
- * members representing 25% of the votes at the relevant meeting.

11.7 The quorum for association resolutions shall be one quarter of all the eligible votes.

Eligible votes are the total votes of Member Associations whose payments are all up- to-date.

The association resolutions shall be taken by simple majority of the votes cast in the CoD as far as the By-Laws do not provide differently. Abstentions are not

counted in calculating the majority. In case of parity of votes, the Chairperson of the Council shall have the decisive vote.

- 11.8 Voting shall be by a show of cards or on-site electronic voting if available, unless a secret ballot is specifically requested by a minimum of 5 delegates present at the CoD meeting.

All motions will be passed by a simple majority of the votes present, except a change in the by-laws which must be two-thirds of the votes present.

- 11.9 Proxy voting will only be allowed if the member association has sent in writing one week before the voting day the proxy vote to the Secretariat or the Chairperson or the Executive director. In the written notice, the member association gives the proxy to another member association that will be present via its Delegate at the Council of Delegates meeting.

One Member Association Representative may vote for a maximum of three MAs (i.e. their own vote and a maximum of two proxies).

- 11.10 All resolutions shall be minuted.

Article 12: Council Functions

- 12.1 The functions of Council shall be that of the general assembly and steering committee of IPMA, and shall approve the strategies and guidelines for IPMA's activities proposed by ExBo.

- 12.2 The Council shall:

- (a) Decide on the constitution of IPMA including:
 - * changes of the By-laws of IPMA,
 - * define voting procedures not covered in the By-Laws.
- (b) Approve the Biennial plan, which shall include:
 - * long term strategies of IPMA,
 - * the budget and annual fees for a two year period,
 - * updating of the plan and budget in the middle of the biennial period,
 - * working groups, programmes and major projects.
- (c) Approve IPMA Strategy and budget proposed within Biennial Plan.
- (d) Approve Annual Financial Report and Auditors Report.
- (e) Sign-off strategic products and services prior to launch (e.g. International Competence Baseline), such sign-off not to be unreasonably withheld, and approve strategic decisions which arise outside of published IPMA Strategy and Biennial Plan.
- (f) Elect the Officers of IPMA including: Chairperson of Council, The President and members of the Executive Board, and other officers.

(g) Ratify memberships of IPMA:

- * Member Associations,
- * Honorary Fellows of IPMA.

(h) Monitor progress on projects and initiatives outlined in the Biennial Plan.

(i) Appoint two Auditors of IPMA.

12.3 Finance Committee:

The Council shall establish a "Finance Committee (FC)", which acts as advisory body for the Council, the ExBo and the Executive Director. The FC consults the ExBo on possible improvements in financial management and the budget to be voted by the CoD. It commissions the audit of the IPMA annual accounts. In addition, the FC will define the audit terms of reference. The FC selects and proposes the independent external auditors to CoD. It may draft recommendations for CoD for the improvement of governance, review and approve the procurement procedures elaborated by the ExBo. It will review biennial reports from ExBo regarding specific decisions considered by the committee or the CoD of high economic importance (e.g. selection of a new service provider costing IPMA more than 20k per year).

Terms of References for the FC will regulate the details.

12.4 Advisory Committee (AC):

The Council shall establish an "Advisory Committee (AC)", which acts as a general advisory body for the Council, the ExBo and the Executive Director. The AC shall

- * scan the horizon for important developments in the field of project, programme and portfolio management throughout the world;
- * support the ExBo in advancing all membership aspects;
- * support the development of the IPMA Strategy;
- * advise ExBo in aligning the biennial plan, operations and project activities with IPMA Strategy;
- * suggest improvements in the management of projects, products and services to ExBo;
- * facilitate the development of initiatives from members association for consideration by ExBo.

Terms of References for the AC will regulate the details.

12.5 Ethics Committee (EC):

The Council shall establish an "Ethics Committee (EC)" reports to CoD and acts as advisory body to ExBo. It shall govern the application of the procedural rules for the IPMA Code of Ethics and Professional Conduct. It shall take the initiative for revisions of the rules when appropriate. The EC will consider any complaint, gives account of the case based on the procedural rules and makes proposals for settlement of the complaint.

Article 13: Executive Board

- 13.1 The Executive Board shall consist of the President and a minimum of four Vice-Presidents.
- The Chairperson of Council and Executive Director will be in attendance, and have no voting rights.
- The roles of the elected members of the Executive Board will be set out in the biennial plan.
- 13.2 The membership of the Executive Board should be broadly representative of the membership. There shall not be more than one person from each country.
- 13.3 The Executive Board is responsible for creating and proposing the Biennial Plan to Council, and ensuring its subsequent delivery.
- 13.4 Serve Council and the MAs including:
- * at the start of every calendar year preparing a rolling Biennial Plan with a detailed Budget for the immediate year;
 - * propose fee levels for appropriate IPMA offerings with appropriate lead times for implementation;
 - * coordinate nomination of officers;
 - * submit Annual Reports and the Annual Financial Reports;
 - * prepare and present documentation for Council Meetings.
- 13.5 Manage the activities of the Executive Director.
- 13.6 Assess candidates for membership for Member Associations and Honorary Fellowships, and make recommendations to the Council.
- 13.7 Take any other actions required to ensure the effective management of IPMA including:
- * Approve master plans of working groups, programmes and major projects;
 - * Supervise working groups, programmes and projects and expedite progress.
- 13.8 ExBo will ensure that IPMA is appropriately represented with external bodies, either by ExBo members or through nominated representatives operating under a clear mandate from ExBo.
- 13.9 ExBo will normally meet every month, with virtual meetings alternating with face-to-face meetings.
- 13.10 The President of IPMA, or in his or her absence one of the Vice-Presidents, shall be the chairperson of the board meetings.
- 13.11 The quorum of the Board shall be half of the voting members of the Board plus

one.

13.12 Resolutions shall be adopted by simple majority of the total votes. In case of a tie the President shall have the deciding vote. All resolutions shall be minuted.

Article 14: Officers

14.1 All candidates for election shall be nominated by the Member Association to which they belong. All nominations shall be received by the secretariat one week before a nominations meeting of the Executive Board held at least six weeks before the Council meeting at which the election is to be held. The whole nomination process should be transparent to the Council.

14.2 All officers shall be directly connected with IPMA, either as members of a Member Associations, or as Board-level employees of Member Associations.

In addition to confirming prior to standing for election their commitment to fulfilling the workload / availability requirements published from time to time, candidates for the various officer positions shall also satisfy the following requirements:

14.3 Chairperson of Council shall have either

- * been President of the Executive Board,
- * been Vice President of the Executive Board.

14.4 In the event that the Chairperson of Council is unable to attend Council, a Chairperson for the meeting will be identified from within ExBo by the President or by ExBo itself, should the President also be unavailable.

14.5 The President shall have either:

- * been Vice-President of the Executive Board and served as VP for at least 18 calendar months,
- * not previously served as President and
- * not have previously been Chairperson of Council.

In the event that no candidates for President put themselves forward according to the criteria above, then candidates will be considered who have fulfilled a similar role in a Member Association. In these circumstances, ExBo will propose special guidelines for selection to CoD.

14.6 The Vice-President shall have either:

- * attended at least 4 CoD meetings as Delegate or Substitute from a Member Association;
- * Fulfilled the position of Chairperson of a management board or another leadership role in IPMA (e.g. Coordinator, Project Manager, Working Group Lead) for at least 18 calendar months.

14.7 A maximum of 2 Vice-Presidents may be co-opted onto the Executive Board if no

necessary skills can be found; these appointments will last only until the next round of elections for Vice-Presidents.

14.8 Terms of office:

- * President may serve no more than one term of three years;
- * Chairperson of Council may serve no more than one term of three years;
- * Vice-President may serve no more than two terms, each of three years.

The terms of the Vice-Presidents will be arranged such that the terms of one third of the Vice-Presidents will conclude every year.

Article 15: Executive Director

- 15.1 The Executive Director will ensure the effective operation of the finance and administrative functions of IPMA, working to the strategic direction provided by IPMA.
- 15.2 The Executive Director is responsible for establishing and maintaining an effective operational network, including contracted specialist services.
- 15.3 The appointment of IPMA employees by the Executive Director is subject to the approval of ExBo.

Article 16: Working Groups, Projects and Programmes

- 16.1 ExBo may establish management boards, offices, projects and working groups based on the Biennial Plan.
Each shall have a defined scope of work and Terms of Reference.
Periodical progress reports are submitted by the leadership of management boards, offices, projects and working groups to ExBo at frequencies and format specified in the terms of references.
ExBo provides reports to the Council of Delegates on the work of all management board, offices, projects and working groups.
- 16.2 The Chairperson of a management board (e.g. CVMB, YCMB) will be elected by CoD for a term of 3 years and may not serve more than 2 terms. All other leaders and members of management boards, offices, projects and working groups are appointed by ExBo taking into account the value of diversity, in all its respects, during the selection process of the candidates

Article 17: Auditors

- 17.1 The Council shall elect Internal Auditors. All internal auditors must be a member of the member association. All Internal Auditors shall be elected directly by the CoD.
- 17.2 Auditors shall be elected for a term of 3 (three) years. Auditors may be re-elected for a 2nd term of 3 (three) years. Only in case of lack of suitable candidates for

Auditors' role, auditors can be nominated for a further single term of 1 (one) year.

- 17.3 Auditors must not hold another position, nor be a member of Council of Delegates
- 17.4 No less than frequently than every 5 years, the Finance Committee shall bring forward one or more candidates as independent auditors out of which one candidate shall be elected by CoD as the sole and only auditor of IPMA for the term of 1 (one) year. During such independent external audit the term of the internal auditors will be suspended for one year, and does not count towards their term of 3 years.
- 17.5 Auditors shall be commissioned by the Finance Committee as per article 12.3.
- 17.6 The auditors shall monitor the integrity of the financial statements of IPMA, including its annual report, interim management statements, preliminary announcements and any other formal statements relating to its financial performance in line with IPMA audit terms of reference. They shall report to the CoD on significant financial issues.
- 17.7 The lead auditor shall be present during the spring CoD meeting where an annual report is presented to the CoD. Exceptionally and additional member of the audit team will be invited by the Executive Board. The related travel and accommodations costs are reimbursed by IPMA.

Part V Dissolution

Article 18: Voting

- 18.1 For the voluntary dissolution of IPMA it shall be necessary to obtain:
- (a) a majority vote of at least two thirds of the votes cast in the CoD and
 - (b) half of all the Member Associations on a one member-one vote basis.
- 18.2 Involuntary dissolution shall be subject to the laws of Switzerland.

Article 19: Liquidation

- 19.1 The liquidation shall, unless the Council elects other liquidators, be carried out by the Executive Board.
- 19.2 The Council shall decide on the use of assets to be made by the Association. Such uses all, so far as possible, promote aims closely similar to those of the Association. Distribution of the assets among members of the Association is forbidden.

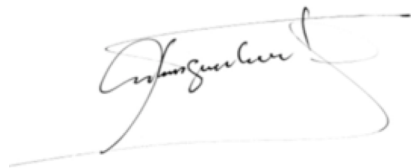
Part VI Jurisdiction

Article 20: Jurisdiction

20.1 Any contingent disputes arising hereunder shall come under the jurisdiction of Zürich (Switzerland) and shall therefore be settled before the competent court of law of such place, the Swiss Legislation being the only applicable and governing one.

These Bylaws were approved by the Council of Delegates on 30th March 2019 in Copenhagen (Denmark).

The president of IPMA:



(Jesus Martinez-Almela)

The recording secretary



(Amin Saidoun)

The recording secretary