

Bylaws of PMI Japan Chapter

Chapter 1 Name, Principle Office and Relationship with PMI

Article 1

This organization shall be called "PMI Japan Chapter" (hereinafter referred to as "PMIJ"). The organization is a chapter of the Project Management Institute (hereinafter referred to as "PMI") and is incorporated pursuant to the "Act on General Incorporated Associations and General Incorporated Foundations" of Japan.

Article 2

"PMIJ" shall have its principal office in Tokyo.

Article 3

"PMIJ" shall administer its operations in compliance with the policies, procedures and rules established by the Board of Directors of PMI and pursuant to the agreement with PMI.

Article 4

In conducting its activities, PMIJ shall comply with the laws of Japan.

Article 5

In no event shall the Bylaws of "PMIJ" run counter to PMI bylaws, policies and rules established by PMI and currently effective.

Chapter 2 Purposes

Article 6

The purpose of "PMIJ" is to engage in the following activities related to the project management:

1. Collection and supply of information;
2. Research and study of techniques;
3. Enhancement and dissemination of skills;
4. Education and training;
5. Dissemination and expansion of functions;
6. Support for practical activities;
7. Support for PMI headquarters' activities;
8. Facilitation of integration with other management methods; and
9. Any and all businesses incidental or related to any of the foregoing businesses.

Chapter 3 Membership Qualification

Article 7

Any person who agrees with the purpose of "PMIJ" activities shall be qualified to apply for its membership. Discrimination on the basis of ethnic origin, beliefs, race, age, sex, marital status, nationality, religion or physical disability shall be prohibited.

Article 8

In order to be a "PMIJ" Member, a person must first become a PMI Member.

Article 9

Members may elect Directors of "PMIJ".

Article 10

Members must comply with the bylaws, policies and rules of PMI and "PMIJ".

Article 11

Members must pay to PMI the membership fee specified by PMI and “PMIJ”. The membership fee shall not be refundable at the time of withdrawal from membership.

Article 12

A Member shall be disqualified from membership if he/she withdraws from membership, fails to pay the membership fee or is expelled from membership.

Article 13

Upon disqualification from “PMIJ” membership, a Member shall cease to have all of his/her rights and privileges in relation to “PMIJ”.

Article 14

In accordance with the policies of PMI, the membership information provided by PMI shall be used only for the activities of “PMIJ” and not for commercial purposes.

Article 15

A corporation which agrees with the purposes of “PMIJ” activities may support the operations of “PMIJ” as a corporate sponsor. Matters relating to corporate sponsorship shall be governed by the Rules of PMI Japan Chapter Corporate Sponsors separately established.

Chapter 4 Officers and Others

Article 16

“PMIJ” shall have not more than twenty-four (24) Directors and not less than two (2) Auditors as its officers. Directors shall take charge of performing the following duties and may assume several functions. Directors, through mutual cooperation, shall conduct activities to fulfil the purpose of “PMIJ” specified in Chapter 2 above. Directors shall also preserve relevant documents and pass on the documents to their successors. In addition, Directors shall seek to increase PMIJ Members and PMIJ corporate sponsors. If a Director is not a PMIJ Member when being elected, he/she must promptly complete PMIJ membership registration.

- 1) Representative Director (hereinafter referred to as the “President”)
- 2) Vice Representative Director (hereinafter referred to as the “Vice President”)
- 3) Director in charge of Finance
- 4) Director responsible for each function

Article 17

1. The President may appoint one or more Advisor(s) and leverage the knowledge and experience of them to administer the operations of PMIJ Chapter.

2. Advisor candidates

Retired Directors and Auditors who made remarkable contributions to administration of the operations of PMIJ Chapter.

3. Appointment of Advisor(s)

Advisor(s) shall be nominated by the President from among retired Directors and Auditors, and appointed with the approval of the Board of Directors.

New appointment and reappointment of Advisor(s) shall be proposed to the Board of Directors by the President after the re-election of Directors.

4. Role of Advisor(s)

Advisor(s) shall attend Advisor meetings, and state their opinions on policy and general administration of the operations of PMIJ Chapter.

Advisor(s) will not attend Board of Directors meeting or have voting rights thereat.

5. Advisor meetings

Advisor meetings shall be where Advisors state their opinions on policy and administration of the operations of PMIJ Chapter.

Advisor meetings shall be held bi-annually. The date of such meetings shall be determined

by the President.

Advisor meetings shall be attended by Advisor(s), the President, the Vice-President and the Chief of the Secretariat.

The President shall report the opinions stated by Advisor(s) at an Advisor meeting to the Board of Directors.

Article 18

1. The term of office of a Director elected at a general meeting of Corporation Members shall be as specified by Article 26 of the Articles of Association of PMI Japan Chapter.

2. Directors, including the President, shall not take charge of the same duties for more than two (2) consecutive terms of office; provided, however, that with the consent of two-thirds of all Directors, the period may be extended only for further one (1) term, in which case the relevant Director may take charge of the same duty for the maximum of three (3) terms of office in total.

3. Terms of office for the Directors shall be no more than seven (7) consecutive terms on the Board. Including the directors who are already directors in 2020, counting of all of the directors' consecutive terms on the Board newly starts from the year 2020.

Article 19

In order to conduct an audit of the operations of "PMIJ", Auditors shall be appointed at a general meeting of Corporation Members. The term of office of an Auditor shall be as specified by Article 26 of the Articles of Association of PMI Japan Chapter.

Article 20

The functions for Directors are responsible shall be determined by the Board of Directors.

Chapter 5 Board of Directors

Article 21

The Board of Directors shall be the highest decision-making body of "PMIJ". A meeting of the Board of Directors shall be held in accordance with the following provisions to make necessary decisions.

- A (Board of Directors) The Board of Directors shall elect the President from among the Directors at a meeting of the Board of Directors to be held for the first time after the election, and the President shall appoint the Vice President. The President shall chair any meeting of the Board of Directors. If the President is unable to act, the Vice President shall act in his/her place. If the Vice President is unable to act, another Director shall act in his/her place in accordance with the resolution of the Board of Directors.
- B (Convocation of a Meeting of the Board of Directors) A meeting of the Board of Directors shall be convened by the President. If the President is unable to act, the Vice President shall act in his/her place. If the Vice President is unable to act, another Director shall act in his/her place in accordance with the resolution of the Board of Directors. A convocation notice of a meeting of the Board of Directors shall be dispatched to each Director at least three (3) days prior to the date of the meeting; provided, however, that in case of urgency, this period may be shortened. With the consent of all Directors, a meeting of the Board of Directors may be convened without convocation procedures.
- C (Resolution of the Board of Directors) Resolutions of a meeting of the Board of Directors shall be adopted by a majority of votes of the Directors present at the meeting at which a majority of the Directors are present. Directors may attend such meeting using communication means.
- D (Omission of Resolution of the Board of Directors) If a Director makes a proposal with respect to a matter to be resolved at a meeting of the Board of Directors and all Directors (only those who are qualified to vote on that matter) manifest their intention to agree to the proposal in writing or by electromagnetic records (except when an Auditor

objects to the proposal), it shall be deemed that a resolution of the Board of Directors has been passed to approve the proposal.

- E (Minutes of Meeting of the Board of Directors) Minutes shall be prepared by the secretariat with respect to the proceedings and results of the meeting of the Board of Directors, to which the President, the Directors and the Auditors present at the meeting shall affix their signatures or their names and seals.
- F (Other) Auditors may attend a meeting of the Board of Directors and express their opinions although they do not have voting rights.

Article 22

In any of the following cases, the Board of Directors may demand that a Director should resign from his/her office.

- 1) He/she ceases to be a "PMIJ" Member.
- 2) He/she is absent from a meeting of the Board of Directors without prior notice for the third time in a row.
- 3) More than two-thirds of the Directors demand his/her resignation.

Article 23

If the position of the President becomes vacant in the mid-term, the Board of Directors shall elect a successor. In the case of vacancy in the position of the Vice-President or any other Director and the President determines it necessary, a successor who is nominated by the President and approved by the Board of Directors shall fill the vacancy. The term of office of the successor shall be the remaining term of his/her predecessor.

Chapter 6 Nomination and Election of Directors

Article 24

Director candidates shall submit their nominations to the Nomination Committee. The Nominations Committee shall review the nominations for election. Director candidates who will be standing at a general meeting of Corporation Members shall be those who win a majority of confidence votes of all votes cast by the Members or who are top vote-getters up to the prescribed number of Directors.

Article 25

Members shall cast their votes for the election of Directors by post or by any other prescribed means. Votes shall specify confidence, non-confidence or otherwise in Director candidates notified by the Election Management Committee and be sent to the Election Management Committee by the designated date. Any votes which have arrived before the designated date or failed to arrive by the designated deadline shall be all treated as abstentions.

Article 26

The Nomination Committee and the Election Management Committee shall nominate Director candidates and elect Directors in accordance with the following procedures.

- A. The Nomination Committee consists of a several number of Auditor(s) and Advisor(s) nominated by the President and shall be subject to approval of the Board of Directors. The chairperson of the Committee shall be designated from among the Committee members. No member of the Nomination Committee may be a member of the Election Management Committee.
- B. The Nomination Committee shall evaluate Director candidates, prepare a list of Director candidates and submit the list to the Election Management Committee.
- C. The Election Management Committee consists of one (1) Auditor and other two (2) officers other than Director candidates nominated by the President, and shall be subject to approval of the Board of Directors. Nomination shall be made before a meeting of the Board of Directors in September of the year in in which Directors are re-elected. The chairperson of the Committee shall be designated from among the Committee members. No member of the Election Management Committee may be a member of the

Nomination Committee.

- D. The Election Management Committee shall ensure that re-election of Directors will be conducted in a fair manner, and share clerical work related to re-election of Directors with the President and the Secretariat.
- E. The Election Management Committee shall submit a list of candidates for next Directors to the Board of Directors and at the same time release the list to Members.
- F. The Election Management Committee shall conduct the election before the expiration of the term of office of then current Directors, and report the results thereof to the Board of Directors.
- G. If the position of a Director becomes vacant due to non-confidence as a result of the election and the President determines it necessary, the Nomination Committee shall nominate a candidate and the Election Management Committee shall make announcement to Members and conduct an election again.
- H. The Nominating and Election Management Committee will remain independent from the board. Current officers and potential candidates cannot serve on the Nominating and Election Management Committee.

Chapter 7 Annual Members' Reports

Article 27

Annual Members' reports shall be posted on the PMIJ website to report Members' plans and performance records.

Chapter 8 Secretariat

Article 28

For the purpose of smooth performance of the businesses of "PMIJ", PMIJ shall have the secretariat and appoint the Chief of the Secretariat to take charge. The Chief of the Secretariat shall be elected by the President with the approval of the Board of Directors. The Chief of the Secretariat organize the body to ensure the smooth operations of "PMIJ" with the approval of the President and engage in its activities. Function and responsibility and remuneration of the Chief of the Secretariat shall be determined by the Board of Directors. If full-time employees are retained for the operations of the Secretariat, the Work Rules for Secretariat Staff shall apply.

Chapter 9 Finance

Article 29

The business year of "PMIJ" shall be one (1) year from January 1 to December 31 of each year.

Article 30

The amount of membership fee of "PMIJ" Chapter shall be determined by the Board of Directors. Such membership fee shall be collected by PMI.

Article 31

The Director in charge of Finance shall be responsible for reporting financial status at meetings of the Board of Directors on a regular basis and shall draw up a budget plan for the next business year and obtain approval of the Board of Directors.

Article 32

All expenditures shall be managed by the Chief of the Secretariat; provided, however, that any expenditure of two hundred thousand (200,000) yen or more shall require the approval of the Director in charge of Finance.

Chapter 10 Authority and Conflict of Interest

Article 33

Members of "PMIJ" are not entitled to receive any monetary benefits other than expenses from "PMIJ" at any time except as prescribed by these By-laws.

Article 34

Officers and any Members of "PMIJ" shall not accept remuneration or any similar monetary consideration for their activities at the Board of Directors; provided, however, that costs incurred in attending meetings of the Board of Directors and actual expenses incurred in relation to the activities of "PMIJ" may be reimbursed. In addition, if they provide their expertise which is not based on their functions or results of their activities at PMIJ Chapter, the consideration therefor may be paid.

Article 35

Only in cases where the following conditions are satisfied, "PMIJ" may enter into contractual arrangements with Members, officers and organizations with which officers are affiliated even if they have financial interests in or employment relationship with PMIJ:

- A Terms of the contract have been disclosed to the Board of Directors prior to the commencement of the relevant contract;
- B Approval of a majority vote of Directors who have nothing to do with the contract has been obtained; and
- C At the time of approval by the Board of Directors, the contract is reasonable and appropriate for "PMIJ", facilitated through a request for proposals process and does not pose any legal problems.

Article 36

Officers of "PMIJ" must disclose the status of their interest or affiliation with PMIJ based on the contractual or commercial relationship that PMIJ has or may have with them. Furthermore, officers may not, at meetings of the Board of Directors, participate in the resolutions of the item(s) on the agenda if they have a conflict of interest.

Chapter 11 Compensation for Legal Costs

Article 37

If any civil, criminal or administrative suit has been filed or is likely to be filed by any party other than "PMIJ" against current or former Directors, staff, committee members or those in similar positions of "PMIJ" (hereinafter referred to as "Directors, etc.") despite the fact that such Directors, etc. have performed their proper duties in accordance with the policies and rules of "PMIJ", "PMIJ" shall bear costs required to protect the rights of the Directors, etc. against whom such suit has been filed.

Article 38

Unless otherwise specifically ordered by law or court, compensation for costs shall be granted to the Directors, etc. against whom a suit has been filed only to such extent as is deemed fair and reasonable under law and these Bylaws.

Article 39

For the purpose of compensating the officers, etc. for current and future legal costs, "PMIJ" may, at its own expense, ensure that they have the insurance which "PMIJ" deems appropriate.

Chapter 12 Revision

Article 40

These Bylaws may be revised at a meeting of the Board of Directors by a two-thirds affirmative vote cast by the Directors present thereat.

Article 41

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 Japan Chapter's Charter with PMI.

Chapter 13 Dissolution

Article 42

Disposal of the residual assets upon dissolution of "PMIJ" shall be governed by Article 34 of the Articles of Association.

Chapter 14 Other

Article 43

Any matters not provided for in these Bylaws shall be determined by resolution of the Board of Directors.

(Supplementary Notes)

Established on August 26, 2005 (4th Board of Directors meeting)

Revised on December 16, 2005 (7th Board of Directors meeting: creation of the post of the Director in charge of Competency)

Revised on January 29, 2008 (23rd Board of Directors meeting: changes in the functions of Directors and others)

Revised on January 1, 2009 (change of chapter name and change of legal status)

Revised on September 30, 2011 (53rd Board of Directors meeting: the following provisions are added)

- Article 16 2)
Creation of the post of the Vice Representative Director (Vice President)
- Article 21 A
The President shall nominate the Vice President.
- Article 21 A
the Vice President shall act in his/her place. If the Vice President is unable to act,
- Article 21 B
the Vice President shall act in his/her place. If the Vice President is unable to act,

The following are the provisions replaced on February 24, 2012 (57th Board of Directors meeting)

- Article 26
 - A. The Election Committee has three (3) members, one of which shall be assumed by an Auditor and two of which shall be assumed by the persons nominated by the President and approved by the Board of Directors. Nomination shall be made by October 1 of the year in which Directors are re-elected.
 - B. The chairperson of the Election Committee shall be designated from among the Committee members.

Revised on February 24, 2012 (57th Board of Directors meeting)

The following expression is added to the provisions of Article 16 ("PMIJ" shall have not

more than twenty (20) Directors and not more than two (2) Auditors as its officers):
“If a Director is not a PMIJ Member at the time of election, he/she must promptly complete PMIJ membership registration”

Revised on February 24, 2012 (57th Board of Directors meeting)

The following expression is added to the provisions of Article 21, Item B ((Convocation of Meeting of Board of Directors) A meeting of Board of Directors shall be convened by the President):

“Directors may attend such meeting using communication means” is added to.

Revised on February 24, 2012 (57th Board of Directors meeting)

“Chapter 7 Annual Members’ Report Meeting.

Article 27 An Annual Members’ report meeting shall be held to report Members’ plans and performance records. Such Annual Members’ report meeting shall be convened and chaired by the President.”

is revised to

“Chapter 7 Annual Members’ Reports

Article 27 Annual Members’ reports shall be posted on the PMIJ website to report Members’ plans and performance records.”

Revised on November 22, 2013 (70th Board of Directors meeting)

The following expressions are added to the provisions of Article 16:

“and may assume several functions” and “Directors shall seek to increase PMIJ Members and PMIJ corporate sponsors”

The expression “and the President determined it necessary” is added to the provisions in Article 23 as follows:

“and the President determines it necessary, a successor who is nominated by the President and approved by the Board of Directors shall fill the vacancy”

The expression “and the President determined it necessary” is added to the provisions of Article 26, Item F as follows:

“If the position of a Director becomes vacant due to non-confidence as a result of the election and the President determines it necessary, the Election Committee shall nominate a candidate, make announcement to Members and conduct an election again”

Revised on November 27, 2015 (86th Board of Directors meeting)

Article 44 of Chapter 15 Provisional Measures during Institutional Reform Period is added.

Revised on December 18, 2015 (87th Board of Directors meeting)

Article 1 of Provisional Revision Article 1 is added.

Revised on December 15, 2017 (106th Board of Directors meeting)

Articles 16 and 20 of Chapter 4 “Officers and Others” are amended. Chapter 15 is deleted.

Revised on December 21, 2018 (117th Board of Directors meeting)

Article 34 of Chapter 10 “Authority and Conflict of Interest” is amended.

Revised on January 25, 2019 (118th Board of Directors meeting)

Articles 24, 25 and 16 of Chapter 6 “Nomination and Election of Directors” are amended.

Revised on November 22, 2019 (127th Board of Directors meeting)

Article 16 of Chapter 4 “Officers and Others” is amended.

Revised on November 27, 2020 (139th Board of Directors meeting)

Article 17

(1) Change from “Advisor(s) (*komon*)” to “Advisor(s)”.

Reason for revision: Change from “Advisor (*komon*)” to “Advisor” system.

Article 18

(1) Change of the election of Directors from by the Board of Directors to at a general meeting of Corporation Members.

Reason for revision: To make it consistent with the Articles of Association of PMI Japan Chapter.

(2) The provision about the term of office of Directors is amended to refer to the Articles of Association of PMI Japan Chapter.

Reason for revision: To avoid repetition of the definition given in the Articles of Association of PMI Japan Chapter.

Article 18.2

(1) The tenure period was expressed in both “term of office” and “years”, which is amended to be expressed in “term of office”.

Reason for revision: To avoid repetition of the definition given in the Articles of Association of PMI Japan Chapter.

Article 18.3

(1) Deletion.

Reason for revision: To make it consistent with the Articles of Association of PMI Japan Chapter.

Article 19

(1) The provision about the term of office of Auditors is amended to refer to the Articles of Association of PMI Japan Chapter.

Reason for revision: To avoid repetition of the definition given in the Articles of Association of PMI Japan Chapter.

Article 21, item F

(1) Deletion of “Advisor(s)”.

Reason for revision: Change from “Advisor (*komon*)” to “Advisor” system.

Article 24

(1) Addition of election other than with confidence/non-confidence votes.

Reason for revision: To allow for Directors candidates exceeding the prescribed number of Directors.

(2) Those who successfully win votes shall be Director candidates who will be standing at a general meeting of Corporation Members.

Reason for revision: To make it consistent with the Articles of Association of PMI Japan Chapter.

Article 25

(1) Addition of election other than with confidence/non-confidence votes.

Reason for revision: To allow for Directors candidates exceeding the prescribed number of Directors.

Article 26, item A

(1) Deletion of Directors from the Nomination Committee.

Reason for revision: In response to PMI’s request for revision.

(2) Change from “Advisor(s) (*komon*)” to “Advisor(s)”.

Reason for revision: Change from “Advisor (*komon*)” to “Advisor” system.

(3) Chairperson of the Nomination Committee shall be elected from among the Committee members.

Reason for revision: In response to PMI’s request for revision.

Article 32

(1) Lowering the amount of expenditure that requires the approval of the Director in charge of Finance.

Reason for revision: To enhance governability.

(2) Change from “Expenditure based on the budget” to “All expenditures”.

Reason for revision: To enhance governability.

Article 18.3

The sentence “Terms of office for the Directors shall be no more than seven (7) consecutive terms on the Board in general” is added.

Article 21, item B

In order to be in line with the provision of Article 29.3 of the Articles of Association, the provision is amended as follows: “A convocation notice of a meeting of the Board of

Directors shall be dispatched to each Director at least three (3) days prior to the date of the meeting.”

Article 23

The phrase “the Vice-President or” is added before “any other Director.”

Article 24

The sentence “The Nomination Committee shall appoint candidates from among those nominated by Members themselves, Directors, or other Members of PMIJ Chapter” is added.

Article 26, item A

The sentence “Advisor(s) will not attend Board of Directors meeting or have voting rights thereat” is added to Article 17.4.

Article 26, item B

The word “select” is replaced with “evaluate.”

Article 41

The provision is replaced with what PMI provided to us.

Article 35, item C

“, facilitated through a request for proposals process” is added, recommended by PMI to align with upcoming Charter Agreement revision.

Detailed Rules -1. Duties of Directors

On December 18, 2015, these Rules are deleted pursuant to Provisional Revision Article 1.