

**Project Management Institute**

Sweden Chapter

P.O.Box. 7380, S-103 91 Stockholm

Homepage: [www.pmi-se.org](http://www.pmi-se.org)

# **Bylaws for PMI Sweden Chapter Issue 12**

## Project Management Institute

Sweden Chapter

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In support of the Project Management Institute, which has a defined purpose of dedication to advancing the state-of-the art in the management of projects, the PMI Central Sweden Chapter commits to:

### **Article I - Name, Principal Office; Other Offices**

#### **Section 1 Name/Non-Profit Incorporation.**

This organization shall be called the Project Management Institute, Sweden Chapter (hereinafter “the Sweden Chapter”). This organization 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 Sweden.

#### **Section 2 Legal requirements**

The Sweden Chapter shall meet all legal requirements in the jurisdiction(s) in which the Sweden Chapter conducts business or is incorporated/registered.

#### **Section 3 Principal Office; Other Offices**

The principal office of the Sweden Chapter shall be located in Stockholm. The Sweden Chapter may have other offices such as Branch offices as designated by the Sweden Chapter Board of Directors.

### **Article II – Relationship to PMI**

#### **Section 1**

The Sweden Chapter is responsible to the duly elected PMI® Board of Directors and is subject to all PMI® policies, procedures, rules and directives lawfully adopted.

#### **Section 2**

The bylaws of the Sweden Chapter may not conflict with the current PMI’s Bylaws and all policies, procedures, rules or directives established or authorized by PMI as well as with the Sweden Chapter’s Charter with PMI.

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### Section 3

The terms of the Charter executed between the Sweden 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 Sweden Chapter shall be governed by and adhere to the terms of the Charter.

## Article III – Purpose and Limitations of the Sweden Chapter

### Section 1

#### Purpose of the Sweden Chapter

- A. **General Purpose.** The Sweden Chapter (earlier named Central Sweden Chapter) has been founded as non-profit, tax exempt corporation (or equivalent) chartered by PMI®, and is dedicated to advancing the practice, science, and profession of project management within the area of Sweden in a conscious and proactive manner.
- B. **Specific Purposes.** Consistent with the terms of the Charter executed between the Sweden Chapter and PMI and these Bylaws, the purposes of the Sweden Chapter shall include the following.

#### Examples:

- a) To foster professionalism in the management of projects.
- b) To contribute to the quality and scope of project management.
- c) To stimulate appropriate global application of project management for the benefit of general public.
- d) To provide a recognized forum for the free exchange of ideas, applications, and solutions to project management issues among its members, and other interested and involved in project management.
- e) To identify and promote the fundamentals of project management and advance the body of knowledge for managing projects successfully.

The Chapter shall annually set and present objectives that are aligned with long term objectives.

### Section 2

#### Limitations of the Sweden Chapter

- A. **General Limitations.** The purposes and activities of the Sweden Chapter shall be subject to limitations set forth in the charter agreement, these Bylaws, and conducted consistently with Sweden Chapter Articles of Incorporation.

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- B. The membership database and listings provided by PMI to the Sweden Chapter may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the Sweden 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.
- C. The officers and directors of the Sweden Chapter shall be solely accountable for the planning and operations of the Component, and shall perform their duties in accordance with the Component's governing documents; its Charter Agreement; PMI's Bylaws, policies, practices, procedures, and rules; and applicable law.

## **Article IV – Sweden Chapter Membership**

### **Section 1**

#### **General Membership Provisions**

- A. Membership in the Sweden Chapter requires membership in PMI®. The Sweden Chapter shall not accept as members any individuals who have not been accepted as PMI® members.

Membership in this organization is voluntary and shall be open to any eligible person interested in furthering the purposes of the organization. Membership shall be open to all eligible persons without regard to race, creed, color, age, sex, marital status, national origin, religion, or physical or mental disability.

- B. Members shall be governed by and abide by the PMI Bylaws and by the bylaws of the Sweden Chapter and all policies, procedures, rules and directives lawfully made thereunder, including but not limited to the PMI Code of Conduct.
- C. All members shall pay the required PMI and Sweden 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 the Sweden Chapter.
- D. Membership in the Sweden Chapter shall terminate upon the member's resignation, failure to pay dues or expulsion from membership for just cause.

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- E. Members who fail to pay the required dues when due shall be delinquent for a period of one (1) month and their names removed from the official membership list of the Sweden Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and the Sweden Chapter to PMI within such one month delinquent period.
- F. Upon termination of membership in the Sweden Chapter, the member shall forfeit any and all rights and privileges of membership.

### **Section 2**

Classes and Categories of Members in The Sweden Chapter shall not create its own membership categories. PMI Component membership categories shall be consistent with PMI membership categories.

## **Article V – Sweden Chapter Board of Directors**

### **Section 1**

The Sweden Chapter shall be governed by a Board of Directors (Board). The Board shall be responsible for carrying out the purposes and objectives of the non-profit corporation (or equivalent).

### **Section 2**

The Board shall consist of the officers of the Sweden Chapter and include President and maximum twelve (12) Board members, elected by the membership and shall be members in good standing of PMI and of the Sweden Chapter.

Terms of office for the Officers shall be, the President one (1) year and the Board members for a period of two (2) years and staggered so that fifty percent (50 %) of the Board members are elected each year. No Officers may serve more than 12 years, on the board. No Officers is recommended to serve more than five (5) consecutive years on a specific role in the Board

### **Section 3**

The President shall be the Chief Executive Officer for the Sweden Chapter and of the Board, and shall perform such duties as are customary for presiding officers, including making all required appointments with the approval of the Board. The President shall also serve as a member ex-officio with the right to vote on all committees

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except the Nominating Committee.

### Section 4

The Senior Vice President Treasury and Finance (Treasurer & Secretary) shall oversee the management of funds for duly authorized purposes of the Sweden Chapter. The Treasurer & Secretary shall keep the records of all business meetings of the Sweden Chapter and meetings of the Board.

### Section 5

All other board members are Director at Large and hold the title Vice President. A director at large will be responsible for one or more areas listed in Section 6. Some years there is no need to focus on a specific area and then it will not be assigned to a board member.

### Section 6

Board responsibility areas that will be held by board members:

- Professional Development and Certification shall proactively support and promote the Professional Development, PMI Certification Program, PMI Standards and Mentoring.
- Membership shall proactively support and promote Membership issues, Members and the development of Membership Value.
- Marketing and Communication shall proactively support and promote both external and internal Marketing and Communication. The
- Special Projects, shall proactively support and promote one or more non-standardized endeavours. This responsibility may vary over time from none to many endeavours.
- Branch, shall proactively support and promote activities within the Branch and Virtual Networks in the region and proactively support members and the development within the Branch. The number of branches might differ from year to year. Typically, there are 4 branches; South, West, East and North but they may be under one or many different board members responsibility.
- Passion for Projects, shall proactively support and promote Passion for Projects yearly conference.
- Volunteers shall proactively support and promote Volunteer issues, Volunteers and the development of Volunteer Value.
- IT shall proactively support and promote activities within the IT area that fulfil the chapters need including the web.



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#### Section 7

The Past President shall proactively support and promote the work within the Board. The Past President shall hold the role as mentor for the President. The past president serve as an advisor an don't have any voting rights on the board.

#### Section 8

The Board shall exercise all powers of the Sweden 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 organization is incorporated/registered. The Board 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 Sweden Chapter business and funds.

#### Section 9

The Board shall meet at the call of the President, or at the written request of three (3) members of the Board. A quorum shall consist of no less than one-half of the membership of the Board at any given time. Each member shall be entitled to one (1) vote and may take part and vote in person only. At its discretion, the Board may conduct its business by teleconference, facsimile or other legally acceptable means. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board.

#### Section 10

The Board of Directors shall declare an officer or Director at Large position to be vacant where an officer or Director at Large ceases to be a member in good standing of PMI or of the Sweden Chapter by reason of non-payment of dues. The Board may declare an officer position to be vacant where the officer or Director at Large fails to attend two (2) consecutive Board meetings. An officer or Director at Large may resign by submitting written notice to the President. Unless another time is specified in the notice or determined by the Board, the resignation shall be effective upon receipt by the Board of the written notice.

#### Section 11

An officer or Director at Large may be removed from office for just cause in connection with the affairs of the organization by a two-thirds (2/3) vote of the members present and in person at an official

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meeting of the membership, or by a two-thirds (2/3) vote of the Board.

- The following examples illustrate causes that may be a reason to remove an officer or Director at large from office:
  - Using PMI or PMI:s name for personal gain
  - Using data about PMI SE membership in a way that breaches the Data Confidentiality agreement
  - Using PMI funds for personal gain

### Section 12

If any officer or Director at Large position becomes vacant, the Board may appoint a successor to fill the office for the unexpired portion of the term for the vacant position. In the event the President is unable or unwilling to complete the current term of office, the Vice President Treasure and Finance shall assume the duties and office of the presiding officer for the remainder of the term.

## Article VI – Sweden Chapter, Nominations and Elections

### Section 1

The nomination and election of officers and directors shall be conducted annually in accordance with the terms of office specified in Article IV, Section 1 and Article V, Section 2. All voting members in good standing of the Sweden 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.

### Section 2

Candidates who are elected shall take office on the day of Annual Meeting 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 shall prepare a slate containing nominees for each Board position and shall determine the eligibility and willingness of each nominee to stand for election. Candidates for Board positions may also be nominated by petition process established by the Nominating Committee or a member meeting. Elections shall be conducted (a) during the Annual Meeting of the

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membership and/or (b) by electronic voting. Candidates are nominated for a position and the members vote “Yes” or “No” on the proposed candidate. Ballots shall be counted by the Nominating Committee or by tellers designated by the Board. If a majority of the voting members vote “No” for any of the candidates, the Nominating Committee conducts a new election within 45 days and proposes a new candidate for the specific role.

### 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 Component may be used to support the election of any candidate or group of candidates for PMI, Component 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 Component Nominating Committee, or other applicable body designated by the Component, will be the sole distributor(s) of all election materials for Component elected positions.

### Section 6

Nomination, Election and Tenure Officers will be elected by majority vote of Chapter Members in attendance of the Annual Meeting and/or by electronic voting.

The chairman and the members of the upcoming Nominating Committee are proposed to the annual meeting or electronic voting by the current Nominating Committee in collaboration with the President and elected by the annual meeting or by electronic voting.

The Chairman and the members of the Nominating Committee shall be members of the PMI and the Chapter in good standing.

The chairman and members of the Nominating Committee shall be elected for two years and may should preferably not hold the position more than six years. The election of the chairman and the members shall be staggered so that fifty percent (50 %) of the committee members are elected each year.

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The Nominating Committee shall besides the chairman consist of three members. Geographical spread is desired.

As part of the nominating work a call for nomination of officers to the board shall be made among the membership.

If the election of the board is done at a physical meeting a Chapter member in good standing may elect to vote for Officers by proxy if unavailable to attend the meeting in person. No member may represent more than one other member.

### **Section 7**

The Nominating Committee shall set criteria for evaluation and selection of nominees, which shall include the following:

- Willingness to devote time and effort as an Officer of the Chapter.
- Experience as a volunteer in the chapter
- Experience in leading chapter volunteers
- Experience in leadership and project management. Role specific experience is a merit.
- Leadership and people oriented skills

### **Section 8**

The Nominating Committee shall present its recommendation to the Chapter Board meeting which precedes the Annual Meeting or the electronic voting and prepare an election ballot for use at the Annual Meeting or electronic voting. The Nominating Committee shall also be responsible for overseeing the administration of the election process and reporting on the results to the existing Board of Directors for implementation and turnover of responsibilities.

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### Section 9

The Auditors shall consist of one (1) to two (2) members of the Chapter elected by the membership. All Auditors shall be members in good standing of PMI and of the Chapter.

Nomination, Election and Tenure Auditor will be elected by majority vote of Chapter Members in attendance of the Annual Meeting.

Or

A professional auditor can be used.

## Article VII – Sweden Chapter Committees

### Section 1

The Board may authorize the establishment of standing or temporary committees to advance the purposes of the organization. The Board shall establish a charter for each committee, which defines its purpose, authority and outcomes. Committees are responsible to the Board. Committee members shall be appointed from the membership of the organization. The Sweden Chapter officers and/or Directors can serve on be on the Sweden Chapter Committees, unless it specifically is restricted by the Bylaws.

### Section 2

All committee members and a chairperson for each committee shall be appointed by the President with the approval of the Board

## Article VIII – Sweden Chapter Finance

### Section 1

#### Fiscal Year

The Fiscal Year of the Chapter shall be from January 1 to December 31.

### Section 2

#### Annual membership dues

Sweden Chapter annual membership dues shall be set by the Sweden Chapter's Board and communicated to PMI in accordance with policies and procedures established by PMI.

Membership privileges for new members shall commence on the day of acceptance by the PMI and payment of PMI and Chapter dues for the current year. The Treasurer shall be responsible for periodically statements of account to the Board

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### **Section 3**

#### **Policies and procedures**

The Sweden Chapter Board shall establish policies and procedures to govern the management of its finances and shall submit required tax filings to appropriate government authorities.

### **Section 4**

#### **Dues billings, dues collections and dues disbursements**

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

### **Section 5**

#### **Budget**

The proposed budget shall be created annually and recommended by the Treasurer to the Board of Directors for approval. The annual budget for the succeeding year shall be submitted in draft form not later than the Board of Directors meeting scheduled immediately prior to the Annual Meeting of the Chapter.

### **Section 6**

#### **Expenditures**

Expenditures shall be handled by the Treasurer except as otherwise provided in the constitution or documented herein. Individual Board members have authority to expend small amounts of money in the execution of their specific job responsibilities. In all cases, expenditures shall be made in accordance with the approved budget. The expenditures must not exceed the approved Chapter budget, except prior approval of the Board of Directors.

### **Section 7**

#### **Audit**

The Board shall submit all necessary document to the Auditors, when they so request, to be able to fulfil their audit of the Chapter. The audit for the fiscal year shall be presented to the Board not later than thirty (30) days before the planned date of the Annual Meeting.

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### **Article IX - Meetings of the Membership**

#### **Section 1 Annual Meeting**

An Annual Meeting of the membership shall be held at a date and location to be determined by the Board.

#### **Section 2 Special Meeting**

Special Meetings of the membership may be called by the President, by a majority of the Board, or by petition of ten percent (10%) of the voting membership directed to the President.

#### **Section 3 Notice Annual Meetings**

Notice of all Annual Meetings shall be sent by the Board to all members at least 45 days in advance of the meeting. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting. Material shall be made available to the membership, sent out or published, at least 10 days before the annual meeting. The material that is made available is annual report, audit report, goals and budget for the coming year. Propositions from the Board or the Membership shall be made available in the same way.

#### **Section 4 Notice Special Meetings**

Notice of all special meetings shall be sent by the Board in advance to those who will participate. The notice should indicate the time and place of the meeting and include the proposed agenda. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting.

#### **Section 5 Quorum**

Quorum at all annual and special meetings of the Sweden Chapter shall be members in good standing, present and in person.

#### **Section 6 Use of Sweden Chapters name**

The president shall have authority and responsibility to prevent the unauthorized use of the Sweden Chapter name in connection with any meeting or activity, which in the Presidents judgment does not further the purposes of the Chapter and or PMI. All meetings shall be conducted according to parliamentary procedures determined by the Board.

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### **Section 7 Board Meetings/Business Meetings**

Board Meetings/Business Meetings shall be scheduled by the Board, to perform the leadership function of the Chapter. This planning function shall provide focus on the identified objectives of the Chapter. A quorum of the Board shall be a minimum of fifty (50 %) of the Board members and is required for the transaction of all official Board Meetings/Business Meetings requiring a vote.

### **Section 8 Electronic Voting**

Electronic voting is used for election of board members and nominating committee as well as ratifications of the bylaws.

Notice of Electronic Voting shall be sent by the Board or the Nominating Committee to all members at least 15 days in advance of the meeting. The voting shall remain open for 30 days.

### **Section 9 Location of annual and special meeting**

The board decides about the location of the meeting. Rule of thumb is that it should be accessible to as many members as possible and held close to one of Sweden's three major cities Stockholm, Gothenburg or Malmoe. It is also possible to hold the meeting as a virtual or a combined virtual/physical meeting.



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## **Article X – Branches of the Sweden Chapter**

### **Section 1                    Establishing a Branch**

Upon written permission granted by PMI via the charter agreement, the Chapter shall be permitted to organize its members who reside in geographically limited areas in groups (hereinafter “Branch”) for the purpose of delivering its services locally.

A Branch of Sweden Chapter shall be governed by these Bylaws and shall conduct its business in compliance with Sweden Chapter’s policies and procedures and its charter with PMI.

### **Section 2                    Geographic or Virtual Area of Each Branch**

The geographic Area of Each Branch formed to service a defined geographic area will not extend its services beyond the geographic boundaries defined by the Chapter.

The Virtual Area of Each Branch formed to support and service a defined specific area of interest will not extend its services beyond the virtual and geographical boundaries defined by the Chapter.

### **Section 3                    Distribution of Dues**

All Sweden Chapter’s dues & fees will be collected by PMI® on behalf of the Sweden Chapter and will be forwarded to Sweden Chapter. The Sweden Chapter will allocate funds to the Branch in accordance to Sweden Chapter’s policies & procedures. Branches shall not create its own membership or dues.

### **Section 4                    The Branch Chair**

The Branch Chair shall either be a member of Chapter’s Board of Directors, or be an Committee Chair and report into a Chapter Board member who oversees the Chapter’s Branch(es)

### **Section 5                    Limitations**

Branches shall abide by the limitations consistent with the chapter’s charter agreement with PMI.

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### Article XI - Inurement and Conflict of Interest (Limitations)

#### Section 1

No member of the Sweden Chapter shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the Sweden Chapter, except as otherwise provided in these bylaws.

#### Section 2

No officer, director, appointed committee member or authorized representative of the Sweden Chapter shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the Sweden Chapter of actual and reasonable expenses incurred by an officer, director, committee member or authorized representative regarding attendance at Board meetings and other approved activities.

#### Section 3

Sweden Chapter may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of Sweden Chapter and any corporation, partnership, association or other organization in which one or more of Sweden 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 board of directors prior to commencement of any such contract or transaction;
- B. the 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 Sweden Chapter and complies with the laws and regulations of the applicable jurisdiction in which Sweden Chapter is incorporated or registered at the time the contract or transaction is authorized, approved or ratified by the board of directors.

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#### **Section 4**

All officers, directors, appointed committee members and authorized representatives of the Sweden Chapter shall act in an independent manner consistent with their obligations to the Sweden 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 Sweden 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.

## **Article XII - Indemnification**

### **Section 1**

In the event that any person who is or was an officer, director, committee member, or authorized representative of the Sweden Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the Sweden Chapter, has been made party, or is threatened to be made a party, to any civil, criminal, administrative, or investigative action or proceeding (other than an action or proceeding by or in the right of the corporation), 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 organization 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.

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### **Section 3**

To the extent permitted by applicable law, the Sweden 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 Sweden Chapter, or is or was serving at the request of the Sweden 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 XIII - Amendments**

### **Section 1**

These bylaws may be amended by a two-thirds (2/3) vote of the voting membership in good standing present at an Annual or Special Meeting of the Sweden Chapter duly called and regularly held. Notice of proposed changes shall be sent in writing to the membership at least forty-five (45) days before such meeting or vote.

### **Section 2**

Amendments may be proposed by the Board on its own initiative, or upon petition by ten percent (10%) of the voting members in good standing addressed to the Board. All such proposed amendments shall be presented by the 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 Sweden Chapter's Charter with PMI.

## **Project Management Institute**

Sweden Chapter

P.O.Box. 7380, S-103 91 Stockholm

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### **Article XIV - Dissolution**

#### **Section 1**

In the event that the Sweden Chapter or its governing officers failed to act according to this bylaws and Sweden Chapter's or all PMI® policies, procedures, and rules outlined in the charter agreement, PMI® has a right to dissolve the Sweden Chapter.

#### **Section 2**

In the event the Sweden Chapter failed to deliver value to its members as outlined in Sweden Chapter's business plan and without mitigated circumstance, the Component acknowledges that PMI® has a right to dissolve the Sweden Chapter, as per the terms of the Charter.

#### **Section 3**

In the event the Sweden Chapter is considering to dissolve the Sweden Chapter. The Sweden Chapter's members of the Board of Director must notify PMI® in writing and follow the component dissolution procedure as defined in PMI's policy.

#### **Section 4**

Should the Sweden Chapter dissolve for any reason, its assets shall be dispersed to a charitable organization designated by the voting membership after the payment of just, reasonable and supported debts, consistent with applicable legal requirements.