



Canadian Institute for Procurement and Materiel Management
Institut canadien d'approvisionnement et de gestion du materiel

**Bylaws Ratified at the 2014 Annual General Meeting
(in compliance with the NFP Act)**

A by-law relating generally to the conduct of the affairs of the
Canadian Institute for Procurement and Materiel Management
(the "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

SECTION 1 - NAME

The name of the Corporation shall be the "Canadian Institute for Procurement and Materiel Management" in English and "l'Institut canadien d'approvisionnement et de gestion du matériel" in French (hereafter referred to as "CIPMM" or "ICAGM" or "Institute" or "Corporation").

SECTION 2 - GENERAL

2.01. Definitions¹

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**Articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**Board**" means the Board of directors of the Corporation and "director" means a member of

¹ Descriptions of the various Offices are identified in Section 9.02 of this document

the Board;

"By-law" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"Meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"Ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"Proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;

"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"Special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

2.02. Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

SECTION 3 – ADMINISTRATION

3.01. Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Secretary of the Corporation shall be the custodian of the corporate seal.

3.02. Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing

requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

3.03. Financial Year End

The financial year of the Corporation will be from January 1st to December 31st.

3.04. Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the Board of directors may by resolution from time to time designate, direct or authorize.

3.05. Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

3.06. Auditors

The Board shall annually appoint an auditor who shall review the accounts of the Corporation, and provide financial statements which will be included in the Annual Report, and presented at the subsequent Annual General meeting. The auditor shall hold office for one year.

SECTION 4 – CIPMM COMMUNITY OF PRACTICE

CIPMM's community of practice includes organizations and individuals from the following sectors with an interest in public procurement and materiel management:

- (a) Federal procurement and materiel management practitioners, professionals and specialists from all departments and agencies, special operating agencies and Crown Corporations;
- (b) Former public servants who have an interest in advancing professionalism in federal procurement and materiel management;
- (c) Students enrolled in a full-time program of studies at a postsecondary Institution with an interest in a procurement and materiel management career;
- (d) Private sector;
- (e) Municipal and provincial public sector;
- (c) Academia.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

SECTION 5 - MEMBERSHIP

5.01. CIPMM Membership Definition

CIPMM membership is defined as the CIPMM Board of Directors.

5.02. Notice of Members Meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 60 calendar days before the day on which the meeting is to be held. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the

members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

5.03. Termination of Membership

A membership in the Corporation is terminated when:

- a) The member dies;
- b) The member resigns from the Board of Directors by delivering a written resignation to the President of the Board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- c) The member is removed from the Board of Directors in accordance with Section 7.06 (f) or is otherwise terminated in accordance with the articles or by-laws;
- d) The member's term of membership on the Board of Directors expires;
- e) The member is suspended or expelled from the Corporation for any one or more of the grounds described in article 5.04 below; or
- f) The Corporation is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

5.04. Discipline of Members

The Board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- a) Violating any provision of the articles, by-laws, CIPMM Code of Conduct, or written policies of the Corporation;
- b) Carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
- c) For any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the Board determines that a member should be expelled or suspended from

membership in the Corporation, the President, or such other officer as may be designated by the Board, shall provide twenty-calendar days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the President, or such other officer as may be designated by the Board, in response to the notice received within such twenty-day period. In the event that no written submissions are received by the President, or such other officer as may be designated by the Board, the President or designated officer may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty calendar days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.

SECTION 6 – MEETINGS OF MEMBERS

6.01. Persons Entitled to be present at Members' Meetings

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

6.02. Quorum at Members' Meetings

A meeting of four members of the Board of Directors, including the President, or a Vice-President acting for the President, shall be considered a quorum for the transaction of business.

6.03. Votes to Govern at Members' Meetings

At any meeting of members, every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting, in addition to an original vote, shall have a second

or casting vote.

6.04. Participation by Electronic Means at Members' Meetings

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

6.05. Members' Meeting Held Entirely by Electronic Means

If the directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

SECTION 7 – BOARD OF DIRECTORS

7.01. Composition

The Board of Directors shall be composed of the following positions being: the President, Vice-President (Community Outreach and Advocacy), Vice-President (Professional Development), Treasurer, Immediate Past- President, and at least two Directors or so many as the Board may from time to time stipulate, but in any event not more than ten Directors. The Executive Director and Corporate Secretary shall be non-voting members of the Board of Directors.

7.02. Election and Term

Subject to the articles, the members will elect the directors at the first meeting of members and at each succeeding annual meeting at which an election of directors is required, and the

directors shall be elected to hold office for a term expiring not later than the close of the second annual meeting of members following the election.

7.03. Removal from the Office or Board of Directors

Any member of the Board of Directors and / or any Officer can be removed by a two-thirds vote of the Board of Directors after special notice of a meeting where a motion of record to that effect will be presented. Such a Notice of Meeting shall be served on the Board of Directors a minimum of five calendar days before any meeting considering same. The Notice of Meeting shall also contain the Notice of Motion to Remove the Director and/or Officer within it.

7.04. Responsibility

- a) The Board of Directors shall manage all the affairs of the Corporation and direct all committees in their work;
- b) It is the responsibility of every member of the Board of Directors to conduct him/herself in a manner, which will bring credit to him/herself and the profession.

7.05. Remuneration

The members of the Board shall not be remunerated for their services except for their reasonable expenses incurred as a result of activities directly in relation to their duties as Board members. And shall not use their authority or office for personal gain, and shall seek to uphold and enhance the standing of the profession and the Corporation by:

- (a) maintaining integrity in all business;
- (b) complying with the letter and the spirit of:
 - i) the laws of Canada;
 - ii) the laws of the country in which members practice;
 - iii) other guidance on professional practice that may be issued by the corporation from time to time;
 - iv) contractual obligations; and
 - v) CIPMM Code of Conduct.
- (c) rejecting and denouncing any business practice that is not consistent with the foregoing precepts;
- (d) members of the Corporation shall uphold and abide by the by-laws of the Corporation , and its related policies.

SECTION 8 – MEETINGS OF BOARD OF DIRECTORS

8.01. Calling of Meetings of Board of Directors

Meetings of the Board may be called by the President of the Board, the Vice-President(s) of the Board or any two directors at any time. If the Corporation has only one director, that director may call and constitute a meeting.

8.02. Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the Board shall be given to every director of the Corporation not less than seven calendar days before the time when the meeting is to be held by one of the following methods:

- a) Delivered personally to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- b) Mailed by prepaid ordinary mail to the director's address as set out in (a);
- c) By telephonic, electronic or other communication facility at the director's recorded address for that purpose; or
- d) By an electronic document in accordance with Part 17 of the Act.

Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

8.03. Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the

Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each director after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3)(Notice of Meeting) of the Act requires the purpose or the business to be transacted to be specified in the notice.

8.04. Votes to Govern at Meetings of the Board of Directors

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote. Each director shall have one vote each.

8.05. Committees of the Board of Directors

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board of directors.

8.06. Attendance to the Board of Directors Meetings and Absenteeism

- a) It is a responsibility of Board members to attend the Board of Directors meetings and contribute to the development and advancement of the Institute.
- b) If any member of the Board of Directors is unable to attend a meeting of the Board of Directors he / she shall so inform the President or Vice President(s) prior to the meeting. If any elected member of the Board absents himself / herself without the approval of the President or Vice President(s) from three consecutive meetings of the Board of Directors of which he / she receives due notice, the Board of Directors may take further actions as deemed appropriate, including the recommendation to vacate the Office.
- c) A Board member's attendance status at any meeting be one of the following: "present", "absent, with regrets", or "absent". The attendance status of a Board member who participates in a meeting from the time it is called until it is adjourned shall be marked as "present" in the official meeting minutes. A Board member who is

not present when the meeting is called to order shall be marked as “absent” or “absent with regrets” in the official meeting minutes.

- d) A Board member shall notify the President or Vice President(s) in case said member is unable to be present at the time the meeting is called to order. Such notice must be received at least one day prior to the time said meeting is called to order to be valid, and should explain why the member is unable to attend. Members who have thus given proper advance notice of their absence shall have their attendance marked as “absent, with regrets”, in the official meeting minutes.
- e) Each Board member’s attendance record shall be accounted for over a period of one year (“accounting period”) and shall be counted from the beginning of said member’s term of office, or from the end of the previous accounting period, whichever is more recent. An attendance status of “absent, with regrets” shall count as one-half absence for the purposes of the attendance record.
- f) Any Board member who accrues three or more consecutive absences (I.e. as marked “absent” in the meeting minutes) or six or more consecutive absences with regrets within the “accounting period” can be subjected to a motion of removal from the Board of Directors. This motion maybe made by any Board member present at the meeting. A resolution to appoint a new person to the position should be passed as soon as possible.
- g) Definitions for the record keeping:

Present: Denotes that the member was present at the meeting from the time it is called until it is adjourned

Absent: Denotes that no notice was provided in advance why the member was not able to be present at the meeting, or that his/her absence was not noted officially.

Absent, with Regrets: Denotes that the member provided notice of his/her absence prior to the meeting and extended apologies for his/her inability to attend.

SECTION 9 – OFFICERS

9.01. Appointment of Officers

The Board may designate the offices of the Corporation and appoint officers on an annual or

more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer may, but need not be, a director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

9.02. Description of Offices

The officers of the Institute defined as the Executive Committee shall be:

- a) President: shall be responsible for implementing the strategic plans and policies of the Corporation. The President shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation.
- b) Past President: shall act as an advisor to the Board and assist in nomination procedures.
- c) Vice-President (Community Outreach and Advocacy): if the President of the Board is absent or is unable or refuses to act, the Vice-President of the Board, if any, shall, when present, act as vice-chair at all meetings of the Board of directors and of the members. The vice-chair shall have such other duties and powers as the Board may specify.
- d) Vice-President (Professional Development): if the President of the Board is absent or is unable or refuses to act, the vice-President of the Board, if any, shall, when present, act as vice-chair at all meetings of the Board of directors and of the members. The vice-chair shall have such other duties and powers as the Board may specify.
- e) Treasurer: the treasurer shall have such powers and duties as the Board may specify.
- f) Executive Director: the Executive Director is responsible for the leadership and management of the organization in accordance with the strategic direction set by the Board of Directors.
- g) Corporate Secretary: the Secretary shall attend and be the secretary of all meetings of the Board, members and committees of the Board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other

instruments belonging to the Corporation.

The officers shall report to, and be responsible to, the Board of Directors. The President shall be the Chief Executive Officer and put into effect the policies of the Board of Directors. The President shall also be Chairman of the Board of Directors. A Vice-President, in the absence, disability or resignation of the President, shall act in his/her place. The Treasurer shall be the custodian of all monies and securities belonging to the Institute. He/she will submit a financial report at the annual general meeting of the Institute.

9.03. Vacancy in Office

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- a. The officer's successor being appointed,
- b. The officer's resignation,
- c. Such officer ceasing to be a director (if a necessary qualification of appointment) or
- d. Such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

SECTION 10 – NOTICES

10.01. Method of Giving Any Notice

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the Board of directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the Board or to the public accountant shall be sufficiently given:

- a) If delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to

a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) of the Act, or Section 134 (Notice of change of directors) of the Act;

- b) If mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- c) If sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d) If provided in the form of an electronic document in accordance with Section 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

10.02. Invalidity of any Provisions of this By-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

10.03. Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such

person where the Corporation has provided notice in accordance with the by-laws, or any error in any notice not affecting its substance, shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

SECTION 11 – DISPUTE RESOLUTION

11.01. Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are, to the extent possible, to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

11.02. Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of, or related to the articles or by-laws, or out of any aspect of the operations of the Corporation. is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the Board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b) The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the

laws of Ontario governing domestic arbitration procedures. . The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

- d) All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

SECTION 12 – EFFECTIVE DATE

12.01. By-laws and Effective Date

Subject to the articles, the Board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members, it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting. This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

Date modified:

2014 – 06 - 11

2015-11-11