

# Nova Scotia Institute of the Purchasing Management Association of Canada

## By-Laws (Amended April 23, 2008)

### **ARTICLE I - DEFINITIONS AND INTERPRETATIONS**

1.1 In these By - Laws:

(a) INSTITUTE means the Nova Scotia Institute of the Purchasing Management Association of Canada.

(b) BOARD means the Board of Directors of the INSTITUTE.

(c) DISTRICT ASSOCIATION means a chapter affiliated under the By - Laws of the INSTITUTE, with the Purchasing Management Association of Canada.

(d) DUES means dues payable by each MEMBER of the INSTITUTE.

(e) YEAR means the fiscal year of the INSTITUTE.

(f) CODE OF ETHICS means the Code of Ethics of the INSTITUTE.

(g) MEMBER means any person who meets the qualifications of the INSTITUTE, and is recognized by the INSTITUTE.

(h) NATIONAL ASSOCIATION means the Purchasing Management Association of Canada.

### **ARTICLE II - MEMBERSHIP IN THE INSTITUTE**

2.1 Membership in the INSTITUTE shall be open to persons engaged in, or interested in the purchasing or supply management function. Those persons performing the primary function of sales will be deemed to be in a conflict of interest position and generally excluded from membership, with the exception of a CERTIFIED MEMBER.

2.2 A membership in the INSTITUTE shall automatically make the person a member of the NATIONAL ASSOCIATION.

2.3 The INSTITUTE consists of the following categories of MEMBERS:

**CERTIFIED MEMBERS** - The INSTITUTE may elect to have a MEMBER certified provided the MEMBER has:

i) passed all prescribed examinations or criteria established by the INSTITUTE and shall have attained the prescribed standard of business experience,

ii) applied for membership as a CERTIFIED MEMBER and paid the prescribed DUES.

A CERTIFIED MEMBER in good standing in the INSTITUTE is entitled to use the designation "CERTIFIED PROFESSIONAL PURCHASER" and the initials "C.P.P." A CERTIFIED MEMBER who leaves the profession can retain their designation by retaining membership in the INSTITUTE. Every Person elected as a CERTIFIED MEMBER shall receive a Certificate of Designation from the INSTITUTE, bearing the seal of the INSTITUTE, and the signature of the President and Registrar of the INSTITUTE. Each Certificate of Designation shall be and remain the property of the INSTITUTE, and shall be surrendered to the INSTITUTE forthwith in the event the person named therein shall cease to be a CERTIFIED MEMBER for any reason whatsoever, unless the INSTITUTE shall assent to such person retaining it.

MEMBER - The INSTITUTE may elect to have as a MEMBER a person who is a practitioner in the purchasing or supply management function or is a person seeking a career in purchasing or supply management and has demonstrated their intentions by actively pursuing the INSTITUTE's accreditation program leading to certification. A MEMBER who was granted membership prior to a date to be determined by the INSTITUTE, and maintains said membership shall not be obliged to pursue the accreditation program. Election as a MEMBER shall not confer upon any person elected thereto the right to use the designation C.P.P., unless that person has been elected a CERTIFIED MEMBER.

FELLOW OF THE ASSOCIATION - The INSTITUTE shall grant FELLOW membership to any resident of Nova Scotia who has been named a Fellow of the NATIONAL ASSOCIATION. This person will have rendered conspicuous service to the NATIONAL ASSOCIATION, enhanced the purchasing profession through their efforts, or have made a credible contribution of new knowledge to the purchasing profession. FELLOW membership shall not confer upon any person elected thereto the right to vote or to use the designation C.P.P., or to be elected to the INSTITUTE's governing bodies. The granting of a FELLOW membership shall exclude such MEMBER from the payment of DUES.

RETIRED MEMBER - The INSTITUTE may elect to have as a RETIRED MEMBER any person who has had a minimum of fifteen years membership and is retired from active business. RETIRED membership shall not confer upon any person elected thereto the right to vote or to use the designation C.P.P., or to be elected to the INSTITUTE's governing bodies.

HONORARY LIFE MEMBER - The INSTITUTE may elect as an HONORARY

LIFE MEMBER any MEMBER who has made an outstanding contribution to the Association, retired from active participation in business, is a holder of the Award of Merit, and has 20 years of membership. HONORARY membership shall not confer upon any person elected thereto the right to vote or to use the designation C.P.P., or to be elected to the INSTITUTE's governing bodies. The granting of an HONORARY membership shall exclude such MEMBER from the payment of DUES.

2.4 All MEMBERS of the INSTITUTE, as a condition of membership, undertake to abide by the By-laws of the INSTITUTE, including the CODE OF ETHICS. Each MEMBER, at the time of joining, will sign a declaration of support for and compliance with the CODE OF ETHICS.

2.5 Application for membership in the INSTITUTE shall be presented to the Membership Committee along with such DUES as may be required. The Membership Committee shall review the applicant's qualifications and propose his or her membership to the BOARD. An affirmative majority vote of the BOARD shall be required to approve the membership of the applicant.

2.6 Where a person applies to be registered as a MEMBER of the INSTITUTE and application is refused, the applicant may, within fifteen days after receiving written notice of the refusal, file at the head office of the INSTITUTE, a written request for a hearing by the BOARD to review the refusal and the BOARD shall, within thirty days after receipt of the request, cause a hearing to be held into the matter and may confirm the decision, or cause the applicant to be registered.

### **ARTICLE III - GOVERNMENT**

3.1 The affairs and business of the INSTITUTE shall be managed by a BOARD consisting of not more than twelve MEMBERS.

3.2 An Executive Committee, consisting of the President, Registrar, Vice-President, Treasurer, and Past President, shall be empowered to make such decisions as are required for the operation of the INSTITUTE, and which cannot be held over for the next BOARD meeting. Such Executive Committee shall, in all its acts, be solely under the direction of the BOARD.

3.3 Vacancies in the BOARD may be filled for the unexpired terms, by the said BOARD, from the general membership.

3.4 The BOARD shall make all appropriations from its fund, but shall have no power to make the INSTITUTE liable for any debt or debts to an amount which shall exceed the sum of cash in the hands of the treasurer, and not otherwise appropriated, unless such debt or debts are approved by special resolution of the members.

3.5 The seal of the INSTITUTE shall be in the custody of the President or Registrar, and may be affixed to any document upon resolution of the BOARD.

3.6 Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the INSTITUTE by the President or the Vice President, and the Treasurer, or otherwise as prescribed by the BOARD.

3.7 The books and accounts shall be open to inspection by any MEMBER, by appointment, during regular business hours, at the offices of the INSTITUTE, and subjected to external review by a qualified practitioner on an annual basis.

3.8 Every member of the BOARD, his or her heirs, executors and administrators, estate and effects shall from time to time and at all times be indemnified and saved harmless out of the funds of the INSTITUTE from and against:

-all costs, charges and expenses whatsoever which such member sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against such person for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by such person in or about the execution of the duties of such person's office; and

-all other costs, charges and expenses which such person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by such person's own wilful neglect or default.

#### **ARTICLE IV - DIRECTORS**

4.1 At the Annual General Meeting there shall be elected from among the voting MEMBERS the following DIRECTORS, who, along with the Immediate Past President, shall compose the BOARD:

President

Registrar

Vice President

Treasurer

Director-Accreditation

Director-Membership

Director-Ethics

Director-Program

Director-Public Relations

Director-Without Portfolio

Secretary

The President, Registrar, Director-Ethics and Director-Accreditation positions must be filled by a CERTIFIED MEMBER if a CERTIFIED MEMBER is willing to serve. If no CERTIFIED MEMBER is willing to serve in a given term, a non CERTIFIED MEMBER may be elected to these positions.

4.2 The election of officers shall be by vote and a plurality shall elect. They shall assume office following the Annual General Meeting of the INSTITUTE, and serve one year, or until the election and qualification of their successors.

4.3 Only voting MEMBERS in good standing shall have the right to vote at the annual election or to hold office.

4.4 The President shall be the Chief Executive Officer and Chairman of the BOARD, and shall exercise a general supervision over the interest and welfare of the INSTITUTE, and perform all other duties ordinarily incidental to the office of President of an Institute.

4.5 The Registrar shall have Executive responsibility for Accreditation, Membership, and Ethics, and any other areas relating to professional activities, including maintenance of the membership list.

4.6 The Vice President shall have Executive responsibility for Program, Public Relations, and the Secretary, and any other areas relating to general administration.

4.7 In the absence or disability of the President, the Registrar and then the Vice President, in order named, shall act in the President's place.

4.8 The Treasurer shall be the custodian of all money belonging to the INSTITUTE, keep a correct account thereof, deposit all moneys in the name of the INSTITUTE in such bank or banks or other financial institutions as may be approved by the BOARD, shall keep correct account and records of all receipts and disbursements, and shall make all disbursements authorized by the BOARD. The Treasurer shall sign all cheques upon the treasury of the INSTITUTE which shall also be countersigned by the President or the Vice President, and render a true and complete report of the financial conditions of the INSTITUTE at special meetings. The treasurer shall submit a true and complete report of accounts at the Annual General Meeting, and submit such reports as may be required by the Nova Scotia Societies Act. Should the Treasurer, for whatever reason, resign the

office of Treasurer, the President shall assume the duties of Treasurer until such time as a replacement is appointed by the BOARD.

4.9 The Secretary shall attend and suitably record in permanent form, all meetings of the INSTITUTE and the BOARD, and shall perform such other duties as may be assigned to the position. The Secretary shall keep such records as may be necessary to record the business of the INSTITUTE, and meet the requirements of the Nova Scotia Societies Act.

#### **“4.10 – Committees**

“Accreditation Committee: Oversee Institute decisions regarding educational program delivery, member’s eligibility into educational programs, and member’s special requests. Committee shall be comprised of the President, Registrar, and one Director.

Ad hoc Ethics Committee: This committee will be an ad hoc committee appointed by the Board of Directors and will be comprised of Board Members when and if the need arises.”

### **ARTICLE V - ELECTIONS**

5.1 A nominating committee of five MEMBERS, chaired by the Immediate Past President shall be convened not later than 90 days prior to the Annual General Meeting.

5.2 This committee shall select candidates for President, Registrar, Vice President, Treasurer, six Directors, and Secretary.

5.3 The names of consenting nominees for the various positions shall be sent by the nominating committee to the Secretary for publication at least twenty eight (28) days prior to the Annual General Meeting.

5.4 Any five or more MEMBERS acting jointly may present to the Secretary not later than fourteen (14) days prior to the Annual General Meeting, the names of any qualified candidates which they wish to nominate, and the respective offices for which they are nominated. Such presentation must be in writing and be accompanied by written consent of the candidates to serve. The Secretary shall publish such nominations not later than ten (10) days prior to the Annual General Meeting.

5.5 The MEMBERS whose names have been filed with the Secretary as nominees for the positions of President, Registrar, Vice President, Secretary, Treasurer, and Directors shall be elected by a vote of the MEMBERS present at the Annual General Meeting. Where there is no contest for a position, candidates

shall be declared elected by acclamation.

## **ARTICLE VI - MEETINGS**

6.1 The Annual General Meeting of the INSTITUTE for the election of officers, and the transaction of such other business as may come before it, shall be held in June of each year.

6.2 Special meetings may be called at the discretion of the President.

6.3 The BOARD shall meet upon call of the President, or any two Directors.

6.4 With the consent of all Directors, any or all Directors may participate in a meeting of the BOARD by means of such telephone or other communication facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such a meeting by such means is deemed to be present at that meeting.

6.5 At all Annual General or special meetings of the INSTITUTE, all individual MEMBERS in attendance and in good standing shall be entitled to one vote. Voting shall normally be by show of hands, but shall, at the request of any MEMBER, be by secret ballot. Where a secret ballot is requested, the President shall appoint two MEMBERS to act as scrutineers. Following the vote, the scrutineers shall verify and advise the MEMBERS of the result, and then destroy the ballots. In the case of an equality of votes, the President shall have a second and deciding vote in addition to the vote to which the President is entitled.

6.6 At BOARD meetings, all members of the BOARD shall be entitled to one vote. Voting shall be by show of hands. In the case of an equality of votes, the President shall have a second and deciding vote in addition to the vote to which the President is entitled.

6.7 At all Annual General or special meetings, every MEMBER entitled to vote may, by means of a proxy, appoint a MEMBER in good standing to attend and act at such meeting in the manner, to the extent and with the power conferred by the proxy. An instrument appointing a proxy shall be in writing and executed by the MEMBER in writing and shall be valid only for the meeting for which it was specifically given. An instrument appointing a proxy shall not be valid unless it is received by the Secretary of the INSTITUTE not later than forty-eight (48) hours prior to any Annual General or special meeting. Furthermore, it shall not be valid unless it is on the form provided to the MEMBER by the Secretary of the INSTITUTE or a facsimile thereof, or on such form as may be authorized and approved by the BOARD from time to time.

## **ARTICLE VII - FINANCIAL YEAR**

7.1 The financial YEAR of the INSTITUTE shall begin on the first (1st) day of May in any year, and end on the thirtieth (30th) day of April of the following year.

## **ARTICLE VIII - DUES**

8.1 Annual DUES shall include the annual dues as established by the NATIONAL ASSOCIATION, the INSTITUTE dues, and the DISTRICT ASSOCIATION dues, if any.

8.2 The INSTITUTE portion of the DUES for the following YEAR shall be set by the BOARD. In the event that in any given YEAR, the BOARD decides to increase the INSTITUTE portion of the DUES, such increase shall be submitted in writing to all MEMBERS, supported by pro-forma budgets, at least ten (10) days prior to a special meeting, at which meeting such increase shall be subject to ratification by the MEMBERS.

8.3 All membership DUES are payable in advance of the MEMBER's anniversary date for each YEAR.

8.4 MEMBERS elected during the YEAR shall be required to pay DUES as established by the NATIONAL ASSOCIATION, INSTITUTE and DISTRICT ASSOCIATION, if any.

8.5 Any MEMBER whose DUES are ninety days in arrears may forfeit their membership, but may be reinstated at the discretion of the BOARD upon payment of all unpaid DUES.

## **ARTICLE IX - CODE OF ETHICS**

### **9.1 VALUES AND NORMS OF ETHICAL BEHAVIOUR**

#### **A) VALUES**

MEMBERS will operate and conduct their decisions and actions based on the following values:

- Honesty/Integrity

Maintaining an unimpeachable standard of integrity in all their business relationships both inside and outside the organizations in which they are employed;

- Professionalism

Fostering the highest standards of professional competence among those for whom they are responsible;

- Responsible Management

Optimizing the use of resources for which they are responsible so as to provide the maximum benefit to their employers;

- Serving the Public Interest

MEMBERS shall not use their authority of office for personal benefit, renouncing and denouncing any business practice that is improper;

- Conformity to the Laws in terms of:

- the laws of the country in which they practice;

- the INSTITUTE's By -Laws;

- contractual obligations.

## B) NORMS OF ETHICAL BEHAVIOUR

- To consider first, the interest of my organization in all transactions and to carry out and believe in its established policies;

- To be receptive to competent counsel from my colleagues and be guided by such counsel without impairing the responsibility of my office;

- To buy without prejudice, seeking to obtain the maximum value for each dollar of expenditure;

- To strive for increased knowledge of the materials and processes of manufacture, and to establish practical procedures for the performance of my responsibilities;

- To participate in professional development programs so that my purchasing knowledge and performance are enhanced;

- To subscribe to and work for honesty in buying and selling, and to denounce all forms of improper business practice;

- To accord a prompt and courteous reception to all who call on a legitimate business mission;

- To abide by and to encourage others to practice the CODE OF ETHICS of the Purchasing Management Association of Canada and the INSTITUTE;

- To counsel and assist fellow purchasers in the performance of their duties;
- To cooperate with all organizations and individuals engaged in activities which enhance the development and standing of purchasing and materials management.

## 9.2 RULES OF CONDUCT

In applying these rules of conduct, MEMBERS should follow the guidance set out below:

- Declaration of interest

Any personal interest which may impinge or might reasonably be deemed by others to impinge on a MEMBER'S impartiality in any matter relevant to their duties should be immediately declared to their employer;

- Confidentiality and accuracy of information

The confidentiality of information received in the course of duty must be respected and should not be used for personal gain; information given in the course of duty should be true and fair and not designed to mislead;

- Competition

While considering the advantages to the MEMBERS employer of maintaining a continuing relationship with a supplier, any arrangement which might prevent the effective operation of fair competition should be avoided;

- Business Gifts and hospitality

To preserve the image and integrity of the MEMBER, the employer, and the profession, business gifts other than items of small intrinsic value, or which may be reciprocated, should not be accepted. Reasonable hospitality is an accepted courtesy of a business relationship. The frequency and nature of gifts and hospitality accepted should not be allowed whereby the recipient might be or be deemed by others to have been influenced in making a business decision as a consequence of accepting such hospitality or gifts;

- Discrimination and Harassment

No MEMBER shall knowingly participate in acts of discrimination or harassment toward any person that he or she has business relations with;

- Environmental issues

MEMBERS must recognize their responsibility to environmental issues, consistent with the corporate goal or mission;

- Interpretation

When in doubt on the interpretation of these rules of conduct, MEMBERS should refer to the Ethics Committee of the INSTITUTE.

### 9.3 ENFORCEMENT PROCEDURES

The following procedure shall apply unless otherwise governed by provincial legislation.

Cases of MEMBERS reported to have breached the CODE OF ETHICS shall be referred to the Ethics Committee of the INSTITUTE.

#### Complaint Process

1- Allegations of a breach of the CODE OF ETHICS shall be made in writing by the witness to the INSTITUTE.

2- Upon receipt of the complaint, the INSTITUTE will send an acknowledgement of receipt to the witness, and will advise the accused in writing that he or she is under investigation and advise the nature of the complaint.

3- The Ethics Committee will conduct an investigation, which will include an opportunity for the accused to present his or her own version of the facts.

4- The Ethics Committee will, within a reasonable period of time, present its report to the President of the INSTITUTE. The report will include the nature of the complaint, and the decision as to the dismissal of the complaint or the sanction to be applied.

5- The President will then send the decision to the accused, who has thirty days to appeal.

6- If the accused decides to make a request of appeal, the request must be made in writing to the President.

7- The President will convene an Appeal Committee meeting with the witnesses, the accused, and all other persons who could have new information about the case.

8- The Appeal Committee will make its decision within thirty days of receipt of the request of appeal. The decision of the Appeal Committee is final and without appeal.

## Sanctions

Where a case is proven, a MEMBER may, depending on the circumstances and the gravity of the charge, be reprimanded, suspended from membership, or expelled and removed from the list of MEMBERS. Details of such cases in which members are found in breach of the CODE OF ETHICS may be published in such a manner as the INSTITUTE shall deem appropriate.

## **ARTICLE X - PROCEDURE**

10.1 A quorum for Annual General Meetings and special meetings shall be a minimum of twelve voting MEMBERS, including at least three of the Executive. For BOARD or Committee meetings, a majority of the BOARD or Committee shall constitute a quorum.

10.2 The order of business shall be as follows:

Reading of the minutes of previous meeting

Report of Directors

Report of Committees

Election of new MEMBERS

Unfinished business

New business

Adjournment

10.3 Questions of procedure shall be disposed of under Robert's Rules of Order, when not in conflict with the By-Laws.

10.4 Any Director may be removed from office by a three-fourths vote of the voting MEMBERS in attendance at a Special Meeting. A written request for such a meeting shall be made to the President or Registrar, and shall include grounds for the request. Written notice of the meeting shall be given to all voting MEMBERS, indicating the nature of the meeting. The President shall advise the Director of the request, and the Director shall have full opportunity to defend themselves to the membership prior to any vote.

## **ARTICLE XI - AMENDMENTS**

11.1 The By-Laws of the INSTITUTE may be suspended or amended at any

Annual General Meeting or special meeting of the INSTITUTE by an affirmative vote of three quarters of the MEMBERS present, provided the proposed amendment shall have been submitted in writing to each MEMBER 14 days prior to the meeting.