



Project Management Association of Canada / Association de Management de Projet du Canada

By-Laws

(September 15, 2007 version)

These bylaws are constituted under Article VIII of the Letters Patent of the association, issued under Part II (Not-for-Profit Organizations) of the *Canada Corporations Act*.

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Chapter A: Establishment

1. Definitions

Within these bylaws, the following words shall have the following meanings respectively:

"Act" refers to the Canada Corporations Act unless otherwise specified.

"Bylaws" refers to the bylaws of the association as contained in this document unless repealed, amended, altered or added to.

2. Corporate Seal

An impression of the association's seal can be found in Appendix A of this document.

3. Name

The name of the association shall be "Project Management Association of Canada / Association de Management de Projet du Canada".

4. Head Office

The Head Office of the association shall be located in Toronto in the Province of Ontario.

5. Purpose

To advance the theory and practice of project management in Canada.

6. Objectives & Activities

a) The objectives of the association are:

- i. to advance the professionalism of project managers,
- ii. to promote high standards of ethics, conduct, education, and achievement by all project management practitioners,
- iii. to promote the growth, development and implementation of project management knowledge and standards,
- iv. to raise awareness of the application of project management as a powerful tool for the management of non-routine activities,
- v. to transact any and all other lawful business for which non-profit corporations may be incorporated under the laws of the "Canada Corporations Act".

- b) The activities of the association shall include but not be limited to:
- i. Building business, industry, and government relationships and supporting their project management needs,
 - ii. Promoting methods, standards, practices, education, and ethics of project management to improve performance and success,
 - iii. Promoting individual, team, and organization qualifications to perform project management,
 - iv. Providing conferences and other forums for the exchange of knowledge and experience,
 - v. Developing and providing internationally-recognized certification of project management practitioners,
 - vi. Promoting education and training in project management,
 - vii. Promoting research and development in project management,

7. Interpretation

In these by-laws and in all other by-laws of the association hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

8. Periodic Review

The bylaws, procedures and activities of the association will be reviewed periodically to ensure they match the needs of the members. The board of directors will be responsible for the review. The target is to perform a review within a 6-year period of the last review.

Chapter B: Membership

1. Membership

- a) Membership in the association shall be open to persons interested in furthering the objects of the association and has satisfied the requirements. A member can hold only one class of membership.
- b) The classes of membership are:
 - i. Regular – someone who is engaged in project management or a discipline related to project management. This class has voting privileges.
 - ii. Retired – someone who has been a regular member for at least one year, is no longer employed or self-employed in a discipline related to project management, and is at least 62 years of age or is medically retired. This class has voting privileges.
 - iii. Student – someone who is enrolled in an accredited school of higher education, and is considered to be attending full-time according to the school's criteria. This class has voting privileges.
 - iv. Honorary – someone who has significantly contributed to the association or to the practice/theory/science of project management, and has been granted this class of membership by the board of directors. This class does not have voting privileges.
 - v. Institutional – an organization involved in the practice of project management can include multiple members under the registration of 1 Institutional membership. Each individual member will have the rights and privileges of a regular member (e.g. has voting privileges).

2. Registration of new members

- a) In order to be admitted to the association, an applicant must submit a completed application form and fees.
- b) Exceptionally, the founding members of the association are classified as regular members at the first meeting of the association.

3. Termination of membership

- a) Any member may submit their resignation in writing to the secretary of the association.

- b) Members in arrears on dues for two (2) months shall be delinquent and their names removed from the official membership list of the association. A delinquent member may be reinstated by payment in full of all past dues to the association.
- c) Membership in the association shall terminate upon the member's resignation, failure to pay dues or expulsion from membership for dishonesty, fraud, or misrepresentation in connection with the affairs of the association.
- d) Upon termination of membership in the association, any and all rights and privileges of membership, and any interest in the property or other assets of the association shall be forfeited by the member.
- e) Except for failure to pay dues, no member shall be expelled from the association without fair process. Expulsion shall be upon two-thirds vote of the board of directors in accordance with their operating procedures.

4. Discipline

- a) Criminal conviction, violation of the code of ethics, or action or omission that opposes, misrepresents, conflicts with or damages the interests of the association are subject to disciplinary action. The penalties, including expulsion from membership, will be determined on a case by case basis by the board of directors.
- b) The adverse party can appeal to the General Assembly within 10 days from the time the decision is announced.

Chapter C: Governance

The governing bodies of the association are the following:

- The General Assembly
- The Board of Directors
- The Executive Committee

General Assembly

1. Responsibilities

- a) The General Assembly is the ultimate decision-making body of the association; it decides for all the issues in general and exerts the overall control in the association. The General Assembly assigns to the board of directors the authority to manage the association on its behalf as specified in these bylaws.
- b) In the event of dissolution or winding-up of the association, all its remaining assets after payment of its liabilities shall be distributed to one or more registered charitable organizations in Canada designated by the General Assembly.

2. Meetings

- a) The annual or any other meeting of the General Assembly shall be held in Canada at a time and place as determined by the board of directors.
 - i. Meetings may be held by teleconference provided that either a majority of the members consents to meeting by teleconference or meetings by teleconference have been approved by resolution passed at a meeting of the General Assembly.
 - ii. Meetings may be held by other electronic means that permits each member to communicate adequately with each other, provided that:
 - (1) A resolution has been passed at a meeting of the General Assembly addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum, and recording votes;
 - (2) Each member has equal access to the specific means of communication to be used;

- (3) Each member has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.
- b) At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year. The General Assembly may consider and transact any business either special or general at any meeting of the General Assembly. The board of directors or the president or vice-president shall have power to call, at any time, a meeting of the General Assembly. The board of directors shall call a special meeting of the General Assembly on written requisition of members carrying not less than 5% of the voting rights. Ten (10) members with voting privileges plus one-half (1/2) of the board of directors will constitute a quorum.
- c) If quorum is not attained, a repeat session with the same agenda can take place at a date within ten (10) business days of the original meeting. The Executive Committee will decide on the subsequent date. The repeat session of the General Assembly is considered to be in quorum regardless of the number of attending members. An announcement will be distributed to all members.
- d) Thirty (30) days' written notice shall be given to each voting member of any annual or special meeting of the General Assembly. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken. Meeting notices shall be sent electronically to the address of record of each member.
- e) For the purposes of this bylaw and any membership related communications, the address of record of any member shall be the member's address as last notified, by the member, in writing to the association or the last electronic record available immediately prior to member notification. It shall be the responsibility of the member to notify the association of any change of address or other related information on a timely basis. Any notice mailed to the member at the address of record will be deemed received by the member at the date and time it was sent.
- f) Each voting member shall have the right to exercise one vote. No member shall be entitled to vote by proxy on any matter. The directors may request votes be cast in any of several ways, not limited to a show of hands, secret ballot, verbally, electronically, or by post.

- g) A majority of the votes cast by the members carrying voting rights shall determine the questions unless the Act or these by-laws otherwise provide.
- h) No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the General Assembly shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
- i) Appeal against a decision should be submitted by members at the same session and the General Assembly ought to reach a conclusion immediately. A new appeal against the judgment of the questioned decision is allowed within a period of two (2) to seven (7) days. Appeals submitted outside this timeframe will be summarily dismissed. The Executive Committee will consider all appeals and render judgment as to an appropriate course of action.

Board of Directors

3. Responsibilities

- a) The property and business of the association shall be managed by a board of directors, comprised of a minimum of three directors. The number of directors shall be determined from time to time by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of determining the number of directors to be elected to the board of directors. Directors must be individuals, 18 years of age, with power under law to contract. Directors shall be members with voting privileges.
- b) The board of directors may prescribe such rules and regulations consistent with these by-laws relating to the management and operation of the association as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the association when they shall be confirmed, and failing such confirmation at such annual meeting of the General Assembly, shall from that time cease to have any force and effect.
- c) Every director of the association, in exercising his powers and discharging his duties, shall act honestly and in good faith with a view to the best interests of the association and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable

circumstances. Every director of the association shall comply with the articles of incorporation, bylaws and policies.

- d) The applicants for incorporation shall become the first directors of the association whose term of office on the board of directors shall continue until the first meeting of the General Assembly after incorporation. At this meeting one half of the directors shall be elected for a one-year period and one half shall be elected for a two-year period, to be determined by a coin toss. The initial president may serve in that position for up to three years, and the next president may serve in that position for up to two years. After the second president's term expires, the election process and terms in office defined in the bylaws will be followed.
- e) *(First sentence deleted at the General Assembly on 29-Aug-2007)* One half of the directors shall be elected in even-numbered years, and one half shall be elected in odd-numbered years.
- f) The office of director shall be automatically vacated:
 - i. if at a special meeting of General Assembly, a resolution is passed by two-thirds (2/3) of the voting members present at the meeting that he be removed from office;
 - ii. if a director has resigned his office by delivering a written resignation to the board of directors;
 - iii. if he is found by a court to be of unsound mind;
 - iv. if he becomes bankrupt or suspends payment or compounds with his creditors;
 - v. on death;provided that if any vacancy shall occur for any reason in this paragraph contained, the board of directors by majority vote, may, by appointment, fill the vacancy with a member of the association.
- g) The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed to preclude any director from serving the association as an executive committee member or in any other capacity and receiving compensation.
- h) A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted.

- i) In case of resignation of more than three members of the board of directors within thirty (30) days a meeting of the General Assembly is convened in order to elect a new board of directors.

4. Elections

- a) Submissions of interest for candidacy must be submitted no later than thirty (30) days prior to the determined election day.
- b) The offices of Vice-President, President and Past President will be held for one year only. Upon completion of their one-year term as Vice-President, this Board member will succeed the President for one year. The President will then assume the role of Past President for one year before departing the Board entirely.
- c) *(Repealed at the General Assembly on 29-Aug-2007)*
- d) *(Repealed at the General Assembly on 29-Aug-2007 – to be revisited in 12 months)*

5. Powers of Directors

- a) The directors of the association may administer the affairs of the association in all things and make or cause to be made for the association, in its name, any kind of contract which the association may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the association is by its charter or otherwise authorized to exercise and do.
- b) The directors shall have power to authorize expenditures on behalf of the association from time to time and may delegate by resolution to an executive committee member of the association the right to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the association in accordance with such terms as the board of directors may prescribe.

The board of directors is hereby authorized, from time to time

- i. to borrow money upon the credit of the association, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in

such manner as the board of directors in its discretion may deem expedient;

- ii. to limit or increase the amount to be borrowed;
 - iii. to issue or cause to be issued bonds, debentures or other securities of the association and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the board of directors;
 - iv. to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the company, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the association, and the undertaking and rights of the association.
- c) The board of directors shall take such steps as they may deem requisite to enable the association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the association.
- d) The board of directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment.
- e) Remuneration for all executive committee members, agents and employees and committee members shall be fixed by the board of directors by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members, then the remuneration to such executive committee members, agents or employees and committee members shall cease to be payable from the date of such meeting of members.

6. Directors' Meetings

- a) Meetings of the board of directors may be held at any time and place to be determined by the directors provided that 5 days notice of such meeting shall be given to each director. There shall be at least one (1) meeting per year of the board of directors.

- i. Meetings may be held by teleconference provided that either a majority of the directors consents to meeting by teleconference or meetings by teleconference have been approved by resolution passed at a meeting of the board of directors.
- ii. Meetings may be held by other electronic means that permits each director to communicate adequately with each other, provided that:
 - (1) A resolution has been passed at a meeting of the board of directors addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum, and recording votes;
 - (2) Each director has equal access to the specific means of communication to be used;
 - (3) Each director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.
- iii. No error or omission in giving notice of any meeting of the board of directors or any adjourned meeting of the board of directors of the association shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
- iv. Each director is authorized to exercise one (1) vote. No director shall be entitled to vote by proxy on any matter. The president shall only exercise his vote to break a tie.
- b) A majority of directors in office shall constitute a quorum for meetings of the board of directors. Any meeting of the board of directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the association.

7. Indemnities to Directors and Others

- a) In the event that any person who is or was an officer, committee member, or official representative of the association, acting in good faith and in a manner reasonably believed to be in the best interests of the association, has been made party, or is threatened to be made a party, to any civil, criminal, administrative, or investigative action (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. Where the representative was successful in defending the action, indemnification is mandatory.

- b) 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 these bylaws.

Executive Committee

8. Responsibilities

- a) The executive committee members of the association shall be a president, vice-president, secretary and treasurer and any such other executive committee members as the board of directors may by by-law determine. Any two offices may be held by the same person. Executive committee members shall be directors of the association.
- b) Executive committee members other than president and vice-president of the association shall be appointed by resolution of the board of directors at the first meeting of the board of directors following an annual meeting of members.

9. Duties of Executive Committee Members

- a) The president shall be the chief executive officer of the association. He shall preside at all meetings of the General Assembly and of the board of directors. He shall have the general and active management of the affairs of the association. He shall see that all orders and resolutions of the board of directors are carried into effect.
- b) The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties as shall from time to time be imposed upon him by the board of directors.
- c) The treasurer shall have the custody of the funds and securities of the association and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the association in the books

belonging to the association and shall deposit all monies, securities and other valuable effects in the name and to the credit of the association in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the board of directors from time to time. He shall disburse the funds of the association as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meeting of the board of directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the association. He shall also perform such other duties as may from time to time be directed by the board of directors.

- d) The secretary shall attend all meetings and record all votes and minutes of all proceedings in the books to be kept for that purpose. He shall give or cause to be given notice of all meetings of the General Assembly and of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or president, under whose supervision he shall be. He shall be custodian of the seal of the association, which he shall deliver only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution.
- e) The duties of all other executive committee members of the association shall be such as the terms of their engagement call for or the board of directors requires of them.

10. Committees

The board of directors may appoint committees whose members will hold their offices at the will of the board of directors. The directors shall determine the duties of such committees and may fix by resolution any remuneration to be paid.

Chapter D: Operation

1. Execution of Documents

Contracts, documents or any instruments in writing requiring the signature of the association, shall be signed by any two executive committee members and all contracts, documents and instruments in writing so signed shall be binding upon the association without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an executive committee member on behalf of the association to sign specific contracts, documents and instruments in writing. The directors may give the association's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the association. The seal of the association when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any executive committee member appointed by resolution of the board of directors.

One executive committee member may sign contracts and documents, commitments or payments up to \$100.00 with review within the next twelve months. (*Paragraph added at the General Assembly on 29-Aug-2007*)

2. Amendment of By-Laws

The by-laws of the association not embodied in the letters patent may be repealed or amended by by-law, or a new by-law relating to the requirements of subsection 155(2) of the *Canada Corporations Act*, may be enacted by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at an annual or special meeting of the General Assembly duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

3. Financial Year

Unless otherwise ordered by the board of directors, the fiscal year end of the association shall be December 31.

4. Auditors

- a) The auditor may not be a director, officer or employee of the association without the consent of all members.

- b) The books, accounts and records of the association as maintained by the secretary and treasurer shall be audited once a year. Two (2) regular members of the association may be appointed by the board of directors as a financial review committee to assist in the audit.
- c) The members shall, at each annual meeting of the General Assembly, appoint an auditor to audit the accounts and annual financial statements of the association for report to the members at the next annual meeting.

5. Fees

- a) The board of directors shall determine the membership fees and registration fees.
- b) No refunds of membership fees will be paid to members who resign from the association.
- c) Honorary members are not obliged to pay the registration fee nor the annual membership fees.

6. Books and Records

- a) The directors shall see that all necessary books and records of the association required by the by-laws of the association or by any applicable statute or law are regularly and properly kept.
- b) The books and records of the association may be inspected by any member upon giving reasonable notice and arranging a suitable time with the secretary and treasurer. All directors shall have access to the books and records at any time.
- c) The directors shall determine to what extent and at what times and places and under what conditions or regulations the books and records of the association shall be open to inspection by the public.
- d) The membership database and listing provided by the association may be used, upon authorization by membership, only for advertising or solicitations in connection with the authorized business of the association. This list may not be used for commercial purposes which are not related to the business of the association.

Appendix A: Corporate Seal

Following is an impression of the corporate seal.

