



Project Management Association of Canada /
Association de gestion de projet du Canada
(the « Corporation »)

By-Laws

(February 22, 2014 version)

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A: Administrative matters

1. Definitions

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

"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 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 at least 50% 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. 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.

3. 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 signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

4. 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 e-mail.

5. 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.

B: Membership: Matters requiring special resolution

These articles require a special resolution to change.

1. Conditions of membership

- a) Subject to the articles, there shall be five classes of members in the Corporation, namely, Regular, Retired, Student, Honorary, and Corporate members. The board of directors of the Corporation may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the board by resolution. The following conditions of membership shall apply:
 - i. A member can hold only one class of membership at a time.

- ii. Membership shall be available to persons who have applied and have been accepted for membership in the Corporation.
 - iii. The term of all memberships shall be annual, subject to renewal in accordance with the policies of the Corporation.
- b) The classes with voting privileges are:
- i. Regular – an individual who is engaged in project management or a discipline related to project management.
 - ii. Retired – an individual 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.
 - iii. Student – an individual who is enrolled in an accredited school of higher education, and is considered to be attending full-time according to the school’s criteria.
- c) As set out in the articles, each voting member is
- i. entitled to receive notice of, attend and vote at all meetings of members and
 - ii. entitled to one (1) vote at such meetings.
- d) The classes with no voting privileges are:
- i. Honorary – an individual 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.
 - ii. Corporate – an organization involved in the practice of project management can include multiple individual members under the registration of one (1) Corporate membership. Each individual member will have the rights and privileges of a regular member (e.g. has voting privileges).
- e) Subject to the Act and the articles, each non-voting member is
- i. entitled to receive notice of and attend all meetings of members and
 - ii. not entitled to vote at such meetings.

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).

2. 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 35 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.

3. Absentee Voting at Members' Meetings

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

- a) enables the votes to be gathered in a manner that permits their subsequent verification, and
- b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

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 this method of voting by members not in attendance at a meeting of members.

C: Meetings of members

1. Quorum at Members' Meetings

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be five (5) members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

2. 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.

D: Directors

1. Election and Term of Directors and Officers

Directors and officers shall be members, elected at an annual meeting of members. Their terms of office shall be two years. Two or more positions may be held by the same person.

2. Description of Offices

Unless otherwise specified by the board, the offices of the Corporation shall have the following duties and powers associated with their positions:

- a) President – The president shall be the chief executive officer of the Corporation. He shall, when present, preside at all meetings of the board of directors and of the members, and 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) Vice-president - If the President is absent or is unable or refuses to act, the vice-president shall perform the duties and exercises the powers of the president, and shall have such other duties and powers as the board may specify.
- c) 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.

- d) Treasurer – 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.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board or president requires of them. The board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

Certified to be the bylaws of PMAC-AGPC, as enacted by the directors by resolution on February 24, 2014 and confirmed by the members by special resolution on March 30, 2014.

_____	<u>President</u>	<u>March 30, 2014</u>
signature	position	date