

# **New Brunswick Purchasing Management Institute**

## **BYLAWS**

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## NEW BRUNSWICK PURCHASING MANAGEMENT INSTITUTE

### BYLAWS

(DRAFT November 17<sup>th</sup>, 1999)

#### ARTICLE I - DEFINITIONS AND INTERPRETATIONS

##### 1.01 In these bylaws:

- (a) "**Act**" means the Purchasing Management Institute Act.
- (b) "**Institute**" means the New Brunswick Purchasing Management Institute incorporated under section 3 of the Act;
- (c) "**Board**" means the Board of Directors constituted under section 4 of the Act;
- (d) "**District Association**" means a chapter affiliated under the bylaws of the Institute, with the Purchasing Management Association of Canada;
- (e) "**Dues**" means dues payable by each member of the Institute;
- (f) "**Year**" means the fiscal year of the Institute;
- (g) "**Code of Ethics**" means the Code of Ethics of the Institute;
- (h) "**Member**" means a certified professional purchaser or any person whose name is entered in any of the rosters established and maintained under the Act, the bylaws and rules;
- (i) "**National Association**" means the Purchasing Management Association of Canada.

1.02 Any words used in these bylaws or in the rules which are defined in the Act shall have the meaning set out therein.

1.03 Any word importing the singular number shall include the plural and vice versa and words importing the masculine gender shall include the feminine and neuter genders and vice versa wherever the context so requires.

**ARTICLE II - HEAD OFFICE AND FINANCIAL YEAR**

- 2.01 The head office of the Institute shall be at such place as may be determined by the Board from time to time. All notifications notices, correspondence and any other directions shall be made to the Institute or the Board at the head office.
  
- 2.02 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 III - SEAL**

- 3.01 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.

## ARTICLE IV- GOVERNANCE

- 4.01 The affairs and business of the Institute shall be managed by a Board consisting of twelve directors as specified in 5.01
- 4.02 An Executive Committee is hereby constituted under section 8 of the Act, consisting of the President, Registrar, Vice-President, Treasurer, and Past President. All decisions of the Executive Committee shall, be reported to the next meeting of the Board.
- 4.03 Contracts, deeds, bills of exchange, cheques and other instruments and documents may be executed on behalf of the Institute by any two of the President, the Vice President and the Treasurer, or otherwise as prescribed by the Board.
- 4.04 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.
- 4.05 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:
- (a) 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
  - (b) all other costs, charges and expenses which such person sustains or incurs in or about or in relation to the affairs thereof;
- except any such costs, charges or expenses as are occasioned by such person's own willful neglect or default.

## **ARTICLE V- DIRECTORS**

5.01 At the Annual General Meeting there shall be elected from among the voting members the following Directors, who, along with Immediate Past President, and the Registrar shall compose the Board:

- President
  - Vice President
  - Treasurer
  - Director-Accreditation
  - Director-Membership
  - Director-Ethics
  - Director-Program
  - Director-Marketing and Communications
  - Director- Without Portfolio
- Secretary

5.02 It is preferred that certified members fill the following positions: President, Registrar, Director-Ethics and Director-Accreditation. If no certified member is willing to serve in a given term, a non certified member may be elected to these positions.

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

5.04 If any vacancy in any of the offices of the Board occurs for any reason the Board shall fill such vacancy and such person shall hold office until the next following annual meeting, or until the election and qualification of his or her successor.

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

## DUTIES OF OFFICERS

### PRESIDENT

5.06 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.

The President shall,

- (a) preside at all meetings of the Institute and the Board and at such meetings shall be entitled to participate in all discussions and to vote,
- (b) be an ex-officio member of all committees,
- (c) be the Chief Executive Officer of the Institute and shall perform all acts and duties pertaining to the office of President,
- (d) call special meetings of the Institute when necessary,
- (e) exercise general control and supervision over the business and affairs of the Institute and shall be the official representative of the Institute,
- (f) have a second casting vote in the event of a tie at any meeting at which the president presides, and
- (g) perform such other duties and exercise such other powers as the Institute or Board may from time to time direct.

## REGISTRAR

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

The Registrar shall,

- (a) issue a certificate of certification to certified members and members upon admission and from time to time in such form or forms as the Board may approve by resolution to such persons who have met the requirements of the Act, bylaws and rules and have paid all required fees,
- (b) issue annually or at such other times as the Board may direct a renewal certificate and a validation seal in such form as the Board may approve by resolution to such persons who have met the requirements of the Act, bylaws and rules and have paid all required fees,
- (c) issue upon application, and in such form or forms as the Board may approve from time to time, a member identification seal to certified members who have met the requirements of the Act, bylaws and rules and have paid all required fees,
- (d) accurately keep or cause to be kept the registers and rosters of the Institute and shall record or cause to be recorded all information required to be kept in such registers and rosters,
- (e) perform all duties and exercise all powers assigned to the Registrar in the Act, bylaws and rules and perform such other duties and exercise such other powers as may be directed from time to time by the Board, and
- (f) deliver to the successor in office all books, papers and other property of the Institute and the Board.

5.08 VICE PRESIDENT

- (a) The Vice President shall have Executive responsibility for Program, Marketing and Communications, and the Secretary, and any other areas relating to general administration.
- (b) 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.

5.09 TREASURER

- (a) 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.
- (b) The treasurer shall submit a true and complete report of accounts at the Annual General Meeting and submit such other reports as may be required.
- (c) 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.

5.10 SECRETARY

The Secretary shall attend and suitably record or cause to be recorded in permanent form, all meetings of the Institute and the Board, and shall perform such other duties as may be assigned.

## 5.11 REMOVAL OF DIRECTORS

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

## **ARTICLE VI - ELECTIONS**

- 6.01 A nominating committee of a minimum of three members, chaired by the President or Past President shall be convened not later than 90 days prior to the Annual General Meeting.
- 6.02 This committee shall select candidates for President, Registrar Vice President, Treasurer, six Directors, and Secretary.
- 6.03 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,
- 6.04 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 whom 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 notify members of such nominations by facsimile, e-mail, courier, regular mail, by publication in a newsletter or any other manner to be determined by a majority of the Board not later than ten (10) days prior to the Annual General Meeting.
- 6.05 The members whose names have been filed with the Secretary as nominees for the positions of President, 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 VII - MEETINGS**

### **ANNUAL - MEETINGS**

7.01 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.

### **PROCEDURE**

7.02 The order of business at the Annual General Meeting shall be as follows:

- (a) Reading of the minutes of previous meeting
- (b) Report of Directors
- (c) Report of Committees
- (d) Election of new Directors
- (e) Unfinished business
- (f) New Business
- (g) Adjournment

7.03 Questions of procedure shall be disposed of under the latest edition of Robert's Rules of Order, when not in conflict with the bylaws.

### **SPECIAL - MEETINGS**

7.04 Special meetings of the Institute may be called at the discretion of the President.

7.05 The Board shall meet upon call of the President, or on the written request signed by any twenty (20) voting members of the Institute.

### **NOTICE OF ANNUAL OR SPECIAL MEETINGS OF THE INSTITUTE**

7.06 Pursuant to Section 6 and paragraph 5 (1) of the Act the Board may by resolution make, amend or repeal rules regulating an aspect, subject or matter of the business and affairs of the Institute and the occupation of purchasing management as may be governed by bylaws, including such aspects, subjects or matters described in paragraphs 5(1) (a) to (n) inclusive of the Act and any such rule shall be valid, binding and effective from the date of the resolution of the Board until amended or repealed by an ordinary resolution at an annual, or special meeting of the Institute called for the purpose of considering the same.

- 7.07 The Board, Executive Committee and any committee of the Board or the Institute may conduct meetings by telephone or other communication facilities provided that a notice of meeting by telephone or other communication facilities has been given not less than three (3) days before the date of such meeting or such notice has been waived. The minutes of any action, decision, order or determination taken or made by a meeting held by telephone or other communication facilities shall be made part of the minutes of the Board, Executive Committee or committee, as the case may be.

### **VOTING AT MEETINGS**

- 7.08 At all Annual General or special meetings of the Institute, all individual members in attendance and eligible to vote shall be entitled to one vote.
- 7.09 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 *immediately* 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.
- 7.10 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.
- 7.11 At all Annual General or special meetings, every member entitled to vote may, by means of 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 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 VIII - COMMITTEES**

8.01 The Institute shall maintain the following Standing Committees:

- (a) Ethics Committee;
- (b) Membership Committee;
- (c) Accreditation Committee

8.02 The Chair of the Ethics Committee and the members thereof, shall be appointed in accordance with the provisions of the Act and bylaws with respect to such committees.

8.03 The Board shall establish, maintain and appoint such other committees as it from time to time deems necessary or expedient.

8.04 Unless otherwise expressly provided, the Board may fill any vacancy on any committee and any person appointed to fill such a vacancy shall hold office until his or her successor, whether appointed or elected, commences his or her term of office.

8.05 Except as otherwise expressly provided the Board may from time to time appoint an additional member or members to any committee.

**ARTICLE IX - DUES**

- 9.01 Annual Dues shall include the annual dues as established by the National Association and the Institute dues.
- 9.02 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 a simple majority of members.
- 9.03 All membership dues are payable in advance of the member's anniversary date for each year.
- 9.04 Members elected during the year shall be required to pay dues as established by the National Association and the Institute.
- 9.05 Any member whose dues are ninety days in arrears shall forfeit their membership , and pay such late payment fee as may be prescribed by the Board.

## **ARTICLE X - CODE OF ETHICS**

### **10.01 VALUES AND NORMS OF ETHICAL BEHAVIOR**

#### **A) VALUES**

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

##### **Honesty/Integrity**

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

##### **Professionalism**

- (ii) Fostering the highest standards of professional competence among those for whom they are responsible;

##### **Responsible Management**

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

##### **Serving the Public Interest**

- (iv) Members shall not use their authority of office for personal benefit, renouncing and denouncing any business practice that is improper;

##### **Conformity to the Law in terms of:**

- (v)
  - the laws of the country in which they practice;
  - the Institute's bylaws;
  - contractual obligations.

#### **B) NORMS OF ETHICAL BEHAVIOR**

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

- (i) To consider first, the interest of my organization in all transactions and to carry out and believe in its established policies;
- (ii) To be receptive to competent counsel from my colleagues and be guided by such counsel without impairing the responsibility of my office;

- (iii) To buy without prejudice, seeking to obtain the maximum value for each dollar of expenditure;
- (iv) To strive for increased knowledge of the material and processes of manufacture, and to establish practical procedures for the performance of my responsibility;
- (v) To participate in professional development programs so that my purchasing knowledge and performance are enhanced;
- (vi) To subscribe to and work for honesty in buying and selling, and to denounce all forms of improper business practice;
- (vii) To accord a prompt and courteous reception to all who can call on a legitimate business mission;
- (viii) To abide by and to encourage others to practice the Code of Ethics of the Purchasing Management Association of Canada and the Institute;
- (ix) To counsel and assist fellow purchasers in the performance of their duties;
- (x) To cooperate with all organizations and individuals engaged in activities which enhance the development and standing of purchasing and materials management.

## **10.02 RULES OF CONDUCT**

In applying these rules of conduct, members should follow the guidelines set out below:

(a) **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;

(b) **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;

(c) **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;

(d) **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;

(e) **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;

(f) **Environmental Issues**

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

(g) **Interpretation**

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

**ARTICLE XI QUORUM - INSTITUTE, BOARD, COMMITTEES,**

- 11.01 A quorum for Annual General Meetings and special meetings shall be a minimum of twelve voting members, including at least three of the Executive.
- 11.02 For Board or Committee meetings, a majority of the Board or Committee shall constitute a quorum.

## ARTICLE XII - DISCIPLINE

### ETHICS COMMITTEE

- 12.01 The Ethics Committee shall be composed of a minimum of four (4) and a maximum of six (6) certified members including a Chair and a Vice-Chair, each of whom shall have been members for a minimum of three (3) years at the time of their appointment and none of whom shall be a director of the Institute.
- 12.02 (a) The Board shall appoint the members of the Ethics Committee including the Chair and the Vice-Chair, for terms of two (2) years provided that one-half of the first Ethics Committee shall be appointed for initial terms of three (3) years.
- (b) The Board shall appoint the Chair of the Ethics Committee who shall be a Certified Professional Purchaser and a Vice-Chair to serve in the place of the Chair in the event of the chair's absence or inability to act at any time.
- (c) In the event of any vacancy for any reason on the Ethics Committee the Board shall fill such vacancy forthwith for the unexpired term of the vacated member.
- 12.03 Upon receiving a complaint in writing signed by the complainant, the Chair of the Ethics Committee shall:
- (a) appoint a panel of three (3) members of the Ethics Committee to consider and investigate the complaint. Each panel shall consist of the Chair or the Vice-Chair, and two (2) other members of the Ethics Committee;
- (b) cause the Registrar to:
- (i) notify the member in writing that a complaint has been received by the Ethics Committee and that an investigation is being conducted;
- (ii) forward a copy of the complaint to the member and request the member to state their language preference;
- (iii) request and obtain such information, documents, evidence and things as considered necessary for the purposes of the Ethics Committee and prepare and deliver to the Ethics Committee such information documents, evidence and things; and

- (iv) upon completion of such preliminary matters deemed necessary by the Registrar, set a date for the first hearing of the Ethics Committee and notify the member of the said date in accordance with the provisions of paragraph 19(1)(e) of the Act.

12.04 Each panel of the Ethics Committee shall constitute a quorum and shall act for , carry out and exercise all duties and powers of the Ethics Committee.

12.05 After the Ethics Committee has made a determination under subsection 17(8) of the Act the Ethics Committee shall forward to the Board, the member against whom the complaint has been made and the complainant a report of its determination, signed by the members of the Ethics Committee concurring therein.

#### 12.06 REINSTATEMENT

(a) The Ethics Committee or panel thereof shall consider all applications for reinstatement of certification or membership after revocation or suspension and all applications for removal or alteration of conditions, restrictions or limitations imposed on a member's certification, membership or right to carry on the occupation of a certified professional purchaser (hereinafter collectively referred to as "sanctions") and shall make such investigations and conduct such hearings it deems necessary for the consideration of such applications.

(b) A panel of the Ethics Committee appointed to consider an application under subsection 12.06(a) shall be appointed in the manner set out in subsection 12.02(a) with such modifications as are necessary to ensure that no member of a panel appointed to consider that application has participated in a previous ethics proceeding respecting the particular matter concerning the applicant which is being considered pursuant to 12.06(a).

12.07 No application under Section 12.06 may be made to the Ethics Committee within 12 months from the date on which sanctions were imposed or within 12 months from the date of the determination of any previous application under section 12.06.

12.08 The Ethics Committee shall determine its own rules of procedure with respect to applications made under Section 12.06.

- 12.09 (a) The Ethics Committee shall not consider any application made under Section 12.06 unless:
- (i) the application is in writing and is signed by the applicant;
  - (ii) the application sets out the grounds of the application, the remedy or order sought and the remedial measures taken by the applicant;
  - (iii) the applicant has paid all fees determined by the Board by resolution from time to time; and
  - (iv) the applicant had complied with any requirements set out in the rules with respect to such applications.
- (b) The Ethics Committee may dismiss the application made under Section 12.06 and may make such decision, order or determination as it deems appropriate.
- (c) When the Ethics Committee has made a decision, order or determination with respect to an application under Section 12.06, the Ethics Committee shall forward to the Board and the applicant a copy of its decision, order or determination signed by the members of the Ethics Committee concurring therein.
- 12.10 Each panel shall constitute a quorum and shall act for, carry out and exercise all the duties and powers of the Ethics Committee with respect to the applications under Section 12.06. A decision of two out of the three members of the Ethics Committee shall constitute the decision of the Committee and shall be binding on the member.

**ARTICLE XIII BYLAW AMENDMENTS**

- 13.01 Amendments to bylaws and rules shall be made in accordance with the provisions of the Act.
- 13.02 The bylaws 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.

## **ARTICLE XIV - CERTIFICATION AND MEMBERSHIP IN THE INSTITUTE**

14.01 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.

14.02 A membership in the Institute shall automatically make the person a member of the National Association.

14.03 All members of the Institute, as a condition of membership, undertake to abide by the bylaws of the Institute, including the Code of Ethics.

### **14.04 CATEGORIES OF MEMBERSHIP**

There shall be the following six categories of membership in the Institute:

- Certified Members
- Members
- Fellows of the Association
- Retired Members
- Honorary Life Members
- Student Members

### **14.05 CERTIFIED MEMBERS**

(a) 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 has attained the prescribed standard of business experience, and
- (ii) applied for membership as a certified member and paid the prescribed dues.

(b) 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 his/her designation by retaining membership in the Institute.

- (c) 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. Each Certificate of Designation shall be and remains 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.

#### 14.06 MEMBER

- (a) 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 his or her intentions by actively pursuing the Institute's accreditation program leading to certification.
- (b) 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.
- (c) 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.

#### 14.07 FELLOW OF THE ASSOCIATION

- (a) The Institute shall grant Fellow membership to any resident of New Brunswick 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 his or her efforts, or have made a credible contribution of new knowledge to the purchasing profession.
- (b) 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

#### 14.08 RETIRED MEMBER

- (a) The Institute may elect to have as a retired member any person who has a minimum of five years membership and is retired from active business.
- (b) 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. Granting of Retired membership shall exclude such person from payment of dues.

#### 14.09 HONORARY LIFE MEMBER

- (a) 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.
- (b) Honorary membership shall not confer upon any person elected thereto the right 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.

#### 14.10 STUDENT MEMBER

- (a) The Institute may elect to have as a member a person who is occupied as a student on a full time basis in a college or University or as deemed appropriate by the Institute.
- (b) Student 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 student membership shall exclude such member from the payment of dues.

#### 14.11 APPLICATION FOR MEMBERSHIP REFUSED

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 consideration by the Board or Executive Committee, as the case may be, to review the refusal and the Board or Executive Committee shall, within thirty days after receipt of the request, consider the matter and may confirm the decision, or cause the applicant to be registered.

## **ARTICLE XV - BRANCHES**

- 15.01 Where appropriate a group of members may register as a Branch of the Institute. Any Branch formed under previous bylaws of the Institute and Association is automatically accepted under this section.
- 15.02 As a minimum, the business of the Branch shall be governed by the following Officers:
- President
  - Secretary / Treasurer
  - Immediate Past President
- 15.03 The Branch shall submit to the Institute a written copy of its bylaws for approval. All subsequent revisions to Branch bylaws shall be adopted by the Institute prior to their becoming operative.
- 15.04 The Branch shall submit to the Institute a written copy of its budget for approval. The budget shall be adopted by the Institute prior to becoming operative.

3020.1