

**REAL PROPERTY INSTITUTE OF CANADA
BY-LAWS**

AMENDED SEPTEMBER 2015

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ARTICLE I – NAME

SECTION 1.

The name of the Company shall be the “Real Property Institute of Canada Inc.” in English and “Institut des biens immobiliers du Canada Inc.” in French (hereafter referred to as “RPIC” or “Institute”).

ARTICLE II – MISSION AND MANDATE

SECTION 1.

The stated mission of the RPIC is:

To lead the delivery of professional development to the federal government real property community and to obtain recognition for that professional community by fostering relationships and the sharing of knowledge, tools and expertise.

Specifically, the mandate of the RPIC is as follows:

- (a) To provide professional development in the discipline of real property management;
- (b) To promote and recognize the professionalism and important contributions of the federal real property community;
- (c) To engage with public, private and academic stakeholders to provide a networking capability for the exchange of current trends, expert advice, best practices and experiences;
- (d) To foster research and development capability to the federal real property community;
- (e) To collaborate with public and private sector organizations in support of effective and efficient management of federal real property;
- (f) To provide a forum for information exchange and communications to the federal real property community;
- (g) To advocate for capacity building for the federal real property community.

ARTICLE III – MEMBERSHIP

SECTION 1.

RPIC membership is defined as the RPIC Board of Directors.

SECTION 2.

All members are entitled to notice of and the right to vote at the RPIC AGM meetings and special meetings. Members may hold elected office as set out in Articles VI and VII below.

SECTION 3.

Members of the RPIC Board of Directors are expected to conduct themselves in a professional manner which will bring credit to the Institute, to abide by this constitution and by-laws and any amendments hereto, and to conduct themselves in accordance with the Code of Ethics of the Institute (Article V).

SECTION 4.

The Board of Directors may, at its sole discretion, remove a board member who fails to conduct him/herself in accordance with Article V.

SECTION 5.

Resignation of Membership on the Board of Directors shall be effective upon giving written notice of same to the President or Secretary/Treasurer.

ARTICLE IV – COMMUNITY

SECTION 1.

RPIC's primary community consists of federal real property professionals. This community is supported through the engagement of, and partnership with, provincial, territorial and municipal governments, the private sector, academia and other professional organizations within Canada and abroad.

ARTICLE V – CODE OF ETHICS – BOARD OF DIRECTORS

SECTION 1.

It is the responsibility of every member of the RPIC Board of Directors to conduct him/herself in a manner which will bring credit to him/herself and the profession.

It is expected therefore that every member shall abide by the Code of Ethics listed hereunder:

Members of the Institute Board of Directors shall not use their authority or office for personal gain, and shall seek to uphold and enhance the standing of the real property profession and the Institute by:

- (a) maintaining integrity in all business;
- (b) complying with the letter and the spirit of:
 - i) the laws of Canada;
 - ii) the laws of the country in which members practice;
 - iii) other guidance on professional practice that may be issued by the Institute from time to time;
 - iv) contractual obligations; and
 - v) Values and Ethics Code for the Public Service of Canada.
- (c) rejecting and denouncing any business practice that is not consistent with the foregoing precepts;
- (d) upholding and abiding by the Constitution and By-Laws of the Institute, and its related Rules and Regulations.

ARTICLE VI – OFFICERS

SECTION 1.

The officers of the Institute shall be: President, First Vice-President, Second Vice-President, Secretary/Treasurer, and Immediate Past President.

SECTION 2.

The officers shall manage all affairs of the Institute and lead their respective portfolios and the associated committees of the RPIC Board. The officers shall report to and be responsible to the Board of Directors.

SECTION 3.

The President shall be the Chief Executive Officer and put into effect the policies of the Board of Directors. The President shall also be Chair of the Board of Directors.

SECTION 4.

The First Vice-President, in the absence, disability or resignation of the President, shall act in his/her place.

SECTION 4A.

The Second Vice-President, in the absence, disability or resignation of the First Vice-President, shall act in his/her place.

SECTION 5.

The Secretary/Treasurer, in the absence, disability or resignation of the Second Vice-President, shall act in his/her place.

SECTION 6.

The Secretary/Treasurer shall be the custodian of all monies and securities belonging to the Institute. He/she will submit a financial report at the annual general meeting of the Institute.

SECTION 7.

The Secretary/Treasurer shall attend and suitably record in permanent form the proceedings of all meetings of the Institute and of the Board of Directors. He/she shall also perform such other duties pertaining to his/her office as may be assigned by the President or Board of Directors such as maintaining attendance records and membership lists.

SECTION 8.

The Immediate Past-President shall be an ex officio member of the Nominating Committee.

SECTION 9.

The Officers shall not be remunerated for their services except for their reasonable expenses.

SECTION 10.

The signing officers shall be two of the following: President, First Vice-President, Second Vice-President, Secretary/Treasurer.

ARTICLE VII – BOARD OF DIRECTORS

SECTION 1.

Composition: The Board of Directors shall be composed of the following positions: President, First Vice-President, Second Vice-President, Secretary/Treasurer, Immediate Past President, and at least one Director or so many as the Board may from time to time stipulate but in any event not more than fifteen Directors. No more than two former public service individuals may hold a position on the Board at one time.

SECTION 2.

Responsibility: The Board of Directors shall manage all the affairs of the Institute and direct all committees in their work.

SECTION 3.

Meetings: The Board of Directors shall meet just prior to the Annual General Meeting, and six months after the Annual General Meeting at a time, date and place to be determined by the President and set out in the Notice of same. The Notice shall be given at least 30 days in advance. Additional meetings shall be at the discretion of the President providing such meetings or communications facilities permit all persons participating in the meeting to hear each other where all directors consent generally or in respect of a particular meeting.

The Applicants for incorporation shall become the First Directors of the Corporation whose term of office on the Board shall continue until such time as their resignations have been accepted.

SECTION 4.

Remuneration: The members of the Board shall not be remunerated for their services except for their reasonable expenses.

SECTION 5.

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

SECTION 6.

Voting: Each Director shall have one vote each.

SECTION 7.

Any member of the Board of Directors and/or any Officer can be removed by a two-thirds vote of the Board of Directors after special notice of a meeting where a motion of record to that effect will be presented. Such a Notice of Meeting shall be served on the Board of Directors no later than 15 days before any meeting considering same. The Notice of Meeting shall also contain the Notice of Motion to Remove the Director and/or Officer within it.

SECTION 8.

An ex-officio may be appointed to serve on the Board of Directors and its committees. An ex-officio does not have voting authority.

ARTICLE VIII – ELECTION OF OFFICERS AND BOARD OF DIRECTORS

SECTION 1.

The President and Immediate Past President of the RPIC shall constitute the Nominating Committee to nominate officers and members of the Board of Directors for the ensuing year and shall prepare the slate of officers for election at the annual meeting. In the event the President and Immediate Past President appear to be unable to attend to the business of this Committee, the Board of Directors may remove them and name any other person to complete the duties by passing a motion to that effect. There shall be no remuneration for members of this committee except reimbursement of their reasonable expenses. Nominating Committee members shall be subject to removal by resolution of the Board of Directors at any time.

SECTION 2.

Subject to Section 4, the election of all officers and the Board of Directors of the RPIC shall take place at the Annual General Meeting of the Institute. Each member shall have one vote per position up for election.

SECTION 3.

The President may make appointments to any office of the Board of Directors, other than his own, should vacancies occur during the term of office.

SECTION 4.

The term of office of all members of the Board of Directors who are also Officers shall be for a period of two years and may be re-elected from year to year.

SECTION 5.

The term of office of all other Directors shall be for a minimum period of two years or until their successors are duly elected except that the term of office for one-half of the Directors (or if a fraction, rounded up to the next whole number) for the very first election of these positions shall be for a one year term only.

ARTICLE IX– ADMINISTRATION

SECTION 1.

Corporate Seal: The Seal of the Institute shall be in such form as shall be prescribed by the Board of Directors and shall contain the letters and say the words "Real Property Institute of Canada Inc. – Institut des biens immobiliers du Canada inc." The secretary shall be entrusted with custody of the Corporate Seal.

SECTION 2.

Fiscal Period: The fiscal year of the Institute will be from January 1st to December 31st.

SECTION 3.

Auditors: The Board of Directors shall annually appoint an auditor who shall review the accounts of the Institute, and provide financial statements which will be included in the Annual Report, and presented to the subsequent Annual General Meeting. The auditor shall hold office for one year.

SECTION 4.

Corporate Documents: The Secretary, or such other Officer as the Board of Directors may from time to time appoint, shall certify that any particular document is a document of the Corporation.

ARTICLE X – MEETINGS

SECTION 1.

The Annual Meeting shall be held in the fall of each year, generally in November, at exact dates and at a location in Canada as determined by the Board of Directors, upon 30 days prior written notice to the members. A quorum at any meeting of the members shall be a majority of the 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. Each member shall have one vote.

SECTION 2.

A "Special Meeting of the Membership" shall be called by the President by issuing a Special Notice of the meeting to the membership within 30 days of receipt of the written requisition of ten or more members. The meeting shall be within 30 days of the Notice. If the President fails to call such a meeting, the Board of Directors shall therefore call the "Special Meeting of the Membership" forthwith and in any event within 30 days after the deadline established for the President.

SECTION 3.

Meetings of the Board of Directors shall be held periodically during the course of each year. A meeting of four members of the Board of Directors including the President, with either the First Vice-President or Second Vice-President acting for the President, shall be considered a quorum for the transaction of business.

SECTION 4.

Meetings shall be governed in that order of business which the President and Board of Directors shall deem expedient and appropriate to the occasion.

ARTICLE XI – AMENDMENTS

SECTION 1.

Notice of any proposed Amendments to the Constitution and By-Laws shall be first presented to the Board of Directors for enactment and then included in the Notice of Annual General Meeting to the membership where ratification of same is sought together with sufficient information to allow the membership to make a reasoned decision on the proposed amendment.

SECTION 2.

Amendments to the Constitution and By-Laws shall be made only at the Annual General Meeting and shall require a simple majority vote of the members present.

ARTICLE XII – REPORTING

SECTION 1.

The RPIC may periodically publish and distribute to the general membership bulletins in connection with pending programs and completed activities.

ARTICLE XIII – MISCELLANEOUS

SECTION 1.

Rules of Procedure: Except where otherwise required by the By-laws, all meetings of the Institute will be conducted in accordance with the provisions of Robert's Rules of Order.