

REAL PROPERTY INSTITUTE OF CANADA BYLAWS

BYLAW No. 1

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 foster and enable professional development, knowledge exchange and lifelong learning across the federal government real property community.

Specifically, the mandate of the RPIC is as follows:

- (a) provide professional development opportunities relevant to federal real property management;
- (b) provide a forum for knowledge exchange across the federal real property community;
- (c) promote and recognize the professionalism and celebrate the achievements of the federal real property community;
- (d) engage with public, private and academic stakeholders to create effective networks and extend outreach for the exchange of current trends, expert advice, best practices and experiences;
- (e) foster research and development capability among the federal real property community;
- (f) collaborate with public and private sector organizations to support the effective and efficient management of federal real property;
- (g) serve as the national voice championing progress in federal real property services, practices and professionalization of the 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 bylaws 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 Bylaws 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 elected officer and preside at the Annual General Meeting of members and at meetings of the Board. He/she shall see that all Bylaws, orders, resolutions, and policies of the Board are implemented.

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.

SECTION 7.

The Secretary/Treasurer shall oversee the preparation of minutes of the proceedings of meetings of the Board of Directors and the Annual General Meeting.

SECTION 8.

The Past-President shall serve as Chair 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 any two of the following: President, First Vice-President, Second Vice-President, Secretary/Treasurer, and such other designates as the Board may from time to time direct.

ARTICLE VII – BOARD OF DIRECTORS

SECTION 1.

Composition: The property and business of the Institute shall be managed by a Board of not less than six (6) and not more than fifteen (15) Directors, each of whom shall be employees of the Government of Canada, working in the federal real property community.

Board Officers (President, First and Second Vice Presidents, and Secretary/Treasurer) must be elected from among this group of Board members.

Board Directors whose employment status with the federal government changes during their term shall be allowed to complete their current term and remain eligible for re-election subject to the term limits identified in Article VIII, Section 5.

SECTION 2.

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

SECTION 3.

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

SECTION 4.

Quorum: A quorum for the transaction of RPIC Board business shall be a simple majority of the Board membership.

SECTION 5.

Voting: Each Director shall have one vote.

SECTION 6.

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 7.

The Board may appoint one or more additional Directors who shall hold office for a term expiring not later than the close of the next Annual General Meeting. The total number of Directors so appointed shall not exceed one-third (1/3) of the number of Directors elected by the membership at the previous annual meeting of members. Each Director so appointed shall have one vote. Additional Directors can serve up to a limit of six consecutive one-year terms, after which they must step down for a two-year period before seeking appointment again. If, however, no suitable replacement can be found, and the incumbent agrees to continue, he/she shall remain in place until a replacement is identified.

ARTICLE VIII – ELECTION OF OFFICERS AND BOARD OF DIRECTORS

SECTION 1.

The annual election of RPIC Board members is overseen by the Governance and Nominations Committee. This Committee is chaired by the Past President and shall include, as a minimum, the RPIC President. The Chair, at his/her discretion, may enlist other RPIC Board members to support of the committee's work.

The committee shall identify and review the qualifications of candidates for election to the Board and make a formal recommendation to the Board of Directors. Once approved by the Board, the slate of candidates is brought forward for election at the next Annual General Meeting.

In the event the Past President and/or President are unable to attend to the business of this Committee, the Board of Directors may remove them and appoint other members of the Board to complete the duties. Nominating Committee members shall be subject to removal by resolution of the Board of Directors at any time.

SECTION 2.

The election of all officers and the Board of Directors of the RPIC shall take place at the Annual General Meeting.

SECTION 3.

The President may, subject to Board approval, make appointments to any office of the Board of Directors, other than his/her own, should vacancies occur during the term of office. A director so appointed shall hold office for the unexpired term of their predecessor, after which he/she must be duly elected or appointed in accordance with Article VII of the Bylaws in order to remain on the Board.

SECTION 4.

Term of Office – Directors: The term of office of all elected Directors shall be two-years, subject to re-election by membership vote at the Annual General Meeting. Directors can serve up to three consecutive two-year terms on the Board, after which they must step down for a two-year period before seeking election to the Board again.

Term of Office – Officers: The term of office of all elected Officers shall be two-years, subject to re-election by membership vote at the Annual General Meeting. Officers can serve up to three consecutive two-year terms, after which they must step down for a two-year period. This term limit is concurrent with, not in addition to, their term as a Director.

If a Director or Officer reaches their maximum term limit and no suitable replacement can be found, he/she may remain in place until a replacement is identified. The maximum consecutive period any Director or Officer can serve on the Board under any circumstances is 10 years, after which he/she must step down from the Board for a two-year term before seeking re-election.

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/Treasurer shall be entrusted with custody of the Corporate Seal.

SECTION 2.

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

SECTION 3.

Auditors: Members must appoint an auditor by ordinary resolution at each Annual General Meeting, to hold office for one year. The auditor shall review the accounts of the Institute and provide financial statements which will be presented at the next Annual General Meeting.

SECTION 4.

Execution of Documents: Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Institute may be signed by any two of its signing officers. 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 person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, bylaw or other document of the Institute to be a true copy thereof.

SECTION 5.

Banking Arrangements: The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Board of Directors may by resolution from time to time designate, direct or authorize.

ARTICLE X – MEETINGS

SECTION 1.

The Annual General Meeting shall be held in the fall of each year, generally in October, at such date and location in Canada as is 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 simple 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. Members may participate in any meeting of members in person, by telephonic, electronic or other communications facility that permits all persons participating in the meeting to hear each other.

SECTION 2.

A Special Meeting of the Membership may be called by the President or upon the written request of not less than a simple majority of members. Members shall be given Notice of the date and place of each such meeting not less than 21 days prior to the meeting. The purpose(s) of each such meeting shall be stated, and no other business shall be conducted at such meeting.

SECTION 3.

Meetings of the Board of Directors, and meetings of the Board Officers, shall be held periodically during the year at the call of the President. Directors may participate in any meeting of the Board of Directors in person, by telephonic, electronic or other communications facility that permits all persons participating in the meeting to hear each other.

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.

SECTION 5.

Chair of the Meeting: In the event that the President (Chair) or First Vice President (Vice-Chair) are absent, the members who are present and entitled to vote at the meeting shall choose one of the elected Directors present to chair the meeting.

ARTICLE XI – AMENDMENTS

SECTION 1.

Notice of any proposed Amendments to the Constitution and Bylaws 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 Bylaws shall be made only at the Annual General Meeting and shall require a simple majority vote of the members present.

ARTICLE XII – MISCELLANEOUS

SECTION 1.

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