

CONSTITUTION

ARTICLE #1 - Name

The name of the association shall be the Canadian Office Products Association (COPA).

ARTICLE #2 – Vision, Mission and Goals

The association's Vision, Mission and Objectives may be found in association's Policy Document

BY-LAWS

ARTICLE #3 - Definitions, Interpretations & Non-discrimination

Section 3.1 – Definitions

- 3.1.1 Office Products and Information Technology Industry – Shall imply all firms and individuals engaged in the production, distribution and sale of products and services for the office environment such as but not limited to office supplies, technology products and consumables, office furniture, business machines and related items.
- 3.1.2 Member – Shall refer to a company and/or organization, regardless of their member category, which has paid the applicable dues and is considered to be a current member in good standing.
- 3.1.3 Governing Board of Directors – Shall be herein referred to as the Board.
- 3.1.4 Dealer – Shall be private sector firms, or divisions, a substantial portion of the business of which is selling business/office products to the end user.
- 3.1.5 Buying Group – Shall be private sector firms, which, acting on behalf of their member dealers, function as the dealer members legal purchasing entity in the purchase of business/office products.
- 3.1.6 Wholesaler – Shall be private sector firms, or divisions, the primary business of which is buying business/office products on their own account for resale to dealers and others in the course of which they service the dealer.
- 3.1.7 Supplier – Shall be private sector firms or divisions, a substantial portion of the business of which is the manufacturer or distribution of business/office products.
- 3.1.8 Independent Manufacturer's Representative – Shall be private sector firms whose primary business is selling business/office products on behalf of manufacturers to dealers and others for resale purposes.
- 3.1.9 Affiliate – Shall be private sector individuals, firms or organizations, which are not engaged in the manufacturing, wholesaling, retailing or sales and marketing of business/office products but have an interest in, or provide a service to the office products industry.
- 3.1.10 Honourary – Shall be those who, because of their distinguished services rendered to the association, or the interest represented in it, have been elected to honorary membership status by the Board.
- 3.1.11 Dealer Category – Shall include those companies defined as dealers or buying groups.
- 3.1.12 Vendor Category – Shall include those companies defined as a wholesaler, supplier or independent manufacturer's representatives.
- 3.1.13 Complimentary – Shall be granted to those organizations and/or educational institutions that are deemed to have a similar interest as COPA. .

Section 3.2 – Interpretation

Unless the context otherwise requires, words importing the singular number of the masculine gender, as the case may be, and vice versa, and references to persons shall include firms, associations and corporations in individuals.

The English version of the constitution and by-laws shall be deemed to be the official document. Any conflict arising due to interpretation shall be resolved by a two-thirds majority vote of the Board.

Section 3.3 – Non-discrimination

The qualification for membership and for holding office will be defined without regard to gender, sexual orientation, race, religion, national origin or other factors prohibited by law.

ARTICLE #4 - Offices

Section 4.1 – National Office

The national office of the association shall be located in Canada in a location determined from time to time by the Board.

Section 4.2 – Other Offices

The association may establish additional offices elsewhere within Canada, as the Board may by resolution deem necessary.

ARTICLE #5 - Seal and Certification of Documents

Section 5.1 - Seal

The seal of the association shall be in such form as shall be prescribed by the Board and shall have the words “Canadian Office Products Association” inscribed therein. The custody of the seal shall be entrusted to the president or another individual whom the Board may designate.

Section 5.2 – Certification of Documents

The Chairperson, Vice-Chairperson, President or another individual whom the Board may designate, shall have the authority to certify documents.

ARTICLE #6 - Membership

Section 6.1 – Membership Rights and Obligations

All members shall have equal rights, privileges and obligations, subject to the following exceptions:

- 6.1.1 Voting at any meeting of the membership shall be restricted to those members defined within the dealer or vendor membership category.
- 6.1.2 In the event a company ceases to be a member of the association, all rights, title and interests of said member, in and to the property and assets of the association, shall revert to the association.
- 6.1.3 No member shall use their office or title in the association on personal business stationery or in advertising of any type, other than approved by the Board.

Section 6.2 – Criteria and Approval

6.2.1 – Criteria

- 6.2.1.1 Criteria for membership and policy guidelines shall be determined by the Board.
- 6.2.1.2 Any entity applying for membership must fall within one of the accepted definitions as defined in Section 3.1.
- 6.2.1.3 Applicants must agree to abide by standards and/or requirements established from time to time, by the association.

6.2.2 - Approval

- 6.2.2.1 Applications for membership in the association shall be addressed in writing to the President in such form as the Board or its designate may, from time to time prescribe.
- 6.2.2.2 The President shall approve those applicants who are clearly qualified for membership.
- 6.2.2.3 Applicants may appeal the denial of membership to the Board, the decision of which shall be binding, and there shall be no further appeal. A new application may not be made until a two-year waiting period (calculated from the date of final rejection) has concluded.
- 6.2.2.4 Membership conferred is vested in the legal business entity and is neither transferable nor assignable without written approval from the Board or their designate.

Section 6.3 – Resignation

A member may at any time resign its membership in the association by serving written notice to that effect to the President. Having resigned its membership, the said company must discharge any and all lawful liability, which is outstanding in the books of the association at the time of such notice.

Section 6.4 – Termination of Membership

- 6.4.1 Membership in the association may be terminated, for cause, by the Board after notification of the reason(s) for such termination. Cause for termination shall be defined by the Board, and may be amended from time to time by an affirmative resolution of the Board.
- 6.4.2 A member so terminated shall have the right to appeal in writing to the Board within 30 days of the notice being sent. The decision of the Board on the appeal shall be final and binding.
- 6.4.3 A member so terminated shall remain liable to the association for any and all dues or charges payable on the date membership ceases.
- 6.4.4 Any member that ceases to satisfy the requirements for membership may be removed as a member of the association by resolution of the Board. Such removal shall not relieve said member from payment of any debt then due or owing to the association.
- 6.4.5 Honourary and complimentary members may be terminated, without cause, at any time by a majority resolution of the Board.

ARTICLE #7 - Dues and Assessments

Section 7.1 – Amount of Dues

The annual dues payable by members to the association shall be those fixed from time to time by the Board.

Section 7.2 – When Due

Membership fees shall become due and payable on the first day of the calendar year with the exception of a first time member who shall submit their payment in accordance with a prorated scale, which shall be established annually.

Section 7.3 – Delinquency and Cancellation

A member, who fails to pay their annual dues, within a reasonable period of time, shall cease to be a member and shall be so notified by the President by ordinary mail, email or fax.

Section 7.4 – Non-Dues Assessment

The association shall administer programs and services where it shall establish a non-dues charge for participation. Participation by non-members may be accepted, and if accepted, a premium charge will be assessed.

ARTICLE #8 - National Governing Board of Directors

Section 8.1 – Duties

The affairs of the association shall be governed by a Board, which shall supervise, control and direct all activities of the association, its committees and the disbursements of its funds and the determination of its policies. The Board shall actively pursue the mission and goals of the association and may adopt such rules and regulations for the conduct of its business as may be deemed advisable. The Board may delegate to any committee or officer, any power, duty and authority of the Board, which may be lawfully granted.

Section 8.2 – Governance

The Board shall carry out the governance of the association in accordance with Section 8.1. By majority vote, the Board may amend the governance model from time to time, as it deems appropriate.

Section 8.3 – Composition

The Governing Board shall consist of fourteen (14) members and shall be made up of the following:

- 8.3.1 Seven (7) members from the Dealer membership category, and
- 8.3.2 Seven (7) members from the Vendor membership category.
- 8.3.3 Board Appointees. Additional, non-voting board members (to a maximum of four) may be appointed by the majority of the Board of Directors. Association members will be selected based on the Board's need for

additional skills, knowledge or experience – including the consideration of regional differences within the office products industry.

Section 8.4 – Eligibility

- 8.4.1 Only individuals employed by a member in good standing and residing in Canada at the time of their election shall be eligible to hold office and Section 8.3 shall guide such eligibility.
- 8.4.2 In no event shall a member of the Board remain in office if he/she ceases to be employed by a member in good standing. A ninety (90) day period of transition may be provided at the discretion of the Board.
- 8.4.3 A maximum of one individual from a manufacturers' sales representative may sit on the Board.

Section 8.5 – Term of Office

- 8.5.1 The term of office for a director will be two years.
- 8.5.2 Directors may serve up to a maximum of three consecutive terms.
- 8.5.3 The term of office for the position of Chairperson, Vice-Chairperson and Past Chairperson shall be one year.
- 8.5.4 A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his/her retirement is accepted.

Section 8.6 – Succession Plan

- 8.6.1 The Vice-Chairperson shall be selected from amongst the directors.
- 8.6.2 At the conclusion of the Vice-Chairperson's term of office, he/she shall, by appointment of the Board, assume the position of Chairperson.
- 8.6.3 At the conclusion of the Chairperson's term of office, he/she shall assume the position of Past Chairperson.
- 8.6.4 Once elected to the position of Vice-Chairperson, the term of office defined in clause 8.5 shall no longer apply and the director may complete their term of office.
- 8.6.5 It shall be the intent of the succession plan to alternate on an annual basis the election of the Vice-Chairperson between members within the Dealer Category and the Vendor Category of membership.
- 8.6.6 A provision shall be in place that allows the Board, by two-thirds affirmative vote, the right to reject the appointment of the Vice-Chairperson to the position of Chairperson. If this is invoked, the Board shall elect a Chairperson and Vice-Chairperson from amongst its directors.

Section 8.7 – Nominations and Elections

8.7.1 – Appointment and Composition of Nominating Committee

- 8.7.1.1 Board Nominating Committee
 - There shall be a nominating committee established to prepare a slate of candidates for the position of Vice-Chairperson. This committee shall consist of the outgoing Chairperson and the Past Chairperson.
- 8.7.2 Duties of Nominating Committee
 - The Board shall establish the duties of the nominating committee from time to time. The duties shall include the recommendation to the Board of willing candidates for the available positions on the Board.
- 8.7.3 Election of Board Members
 - The voting for Board members shall:
 - 8.7.3.1 Be restricted to those members eligible to hold office
 - 8.7.3.2 Be held by mail or Internet ballot and shall be completed by the end of the calendar year.
- 8.7.4 Election of Vice Chairperson
 - The Vice-Chairperson shall be selected from among the directors of the board and shall be elected by written ballot. The election of the Vice-Chairperson and the appointment of the Chairperson shall be made at the first meeting of the new Board.
- 8.7.5 Standing Committees
 - Standing committees of the association shall be established by the Board to conduct such business, and perform such duties, as may from time to time be determined, and shall report directly to the Board on a regular basis.
 - 8.7.5.1 The Chairperson of each standing committee shall be appointed annually by the respective committee.
 - 8.7.5.2 Standing committee members shall serve until discharged or until their successors shall be appointed.
 - 8.7.5.3 The Board may appoint special committees, from time to time, as required.

8.7.5.4 The Chairperson shall appoint Chairpersons of all special committees, subject to ratification by the Board to serve for the duration of that committee's deliberations and submission of its report.

8.7.5.5 The Board shall determine the mandate and term of office of any special committee.

Section 8.8 – Board Vacancies

Should the office of Chairperson become vacant, it shall be filled by the Vice-Chairperson for the balance of the term. If a further vacancy is created, for whatever reason, the Board will fill the position for the unexpired portion of the term.

8.8.1 Resignations

Should a director resign from the Board, a vacancy will be created that may be filled by the Board of Directors, such resignation will not automatically result in another person from the same company being appointed in place of the then current director.

8.8.2 Attendance

If a director is unable to attend a meeting they may not send a substitute.

Section 8.9 – Removal of Directors

A director may, by resolution of the Board, be removed before the expiration of his/her term, for cause, or if he/she has been absent from two (2) consecutive meetings of the Board, without reason(s) deemed by the Board to be adequate.

Section 8.10 – Conflict of Interest

The Board of Directors shall establish, from time to time, a conflict of interest document, which will cover the actions of all members of the Board, and Committees. Such a document shall be published and released to the membership.

Section 8.11 – Remuneration

8.11.1 No officer or director, except the President as outlined in Section 8.11.2 shall receive any remuneration for duties performed on behalf of the association. They may submit reasonable expenses incurred while performing said duties, in such form as determined by the Board from time to time.

8.11.2 The annual remuneration of the President shall be set and approved by the Officers of the Board prior to the implementation of the Annual budget.

Section 8.12 – Indemnification

All directors and officers, and their heirs, executors and administrators, and their estates and effects respectively, shall at all times be indemnified and saved harmless out of the funds of the association from and against:

8.12.1 All costs, charges and expenses whatsoever which directors or officers sustain or incur in or about any action, suit or proceeding which is brought, commenced or prosecuted against them for, or in respect of any act, deed, matter or thing howsoever made, done or permitted by them, in or about the execution of the duties of their offices;

8.12.2 All other costs, charges and expenses that they may sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

ARTICLE #9 - Officers/Executive

Section 9.1 – Composition

The officers of the association shall be the Chairperson, Vice-Chairperson, and President and such other officer or officers as the Board may appoint.

9.1.1 The President shall be a non-voting member, ex-officio, of all standing and special committees of the association.

Section 9.2 – Executive Committee

The Executive Committee shall be comprised of the officers elected or appointed by the Board. Meetings of the committee may be called by the Chairperson, or by a majority vote of the Board, at a convenient time and place when the affairs of the association require the action of this committee.

Section 9.3 – Chairperson/Vice-Chairperson/Past Chairperson

The duties of the positions shall be such as their titles by general usage would indicate, or as may be required by law, or as specified or assigned to them from time to time by the Board.

Section 9.4 – President

The President shall be the Chief Operating Officer of the association and shall be responsible for the direction of the day to day activities conducted by the association and he/she shall have charge of all matters as may be prescribed by the Board from time to time. He/she shall act as advisor to the association and it shall be his/her responsibility to keep record of all meetings of the association, and generally advise in the conduct of its affairs. He/she shall be empowered by the Board; acting pursuant to the COPA executive limitations, to employ staff such as may be required to conduct the affairs of the association. He/she shall also be empowered to employ suitable outside consultants and legal counsel when they are required. He/she shall receive and account for all monies due the association and shall be responsible for the keeping of the funds as defined in Article #11.

ARTICLE #10 - Meetings

Section 10.1 – Governing Board of Directors

10.1.1 Frequency

There shall be a minimum of three meetings of the Board annually, at such times and places as the Chairperson shall designate. Written notice of not less than 30 days will be required when calling such a meeting.

10.1.2 Special Board Meetings

The Chairperson may call, within a minimum of 10 days notification, a special meeting of the Board at any time and place. The Chairperson shall be required to call a special meeting, upon written request by two directors. The business to be transacted at such special meeting shall be stated in the notice thereof, and no other business may be considered at the meeting.

10.1.3 Voting Rights and Procedures

Only directors in attendance at any meeting of the Board may vote. In all matters not governed by the by-laws, the procedure shall be in accordance with Bourinot's Rules of Order.

10.1.4 Quorum

At any meeting of the Board, a quorum shall consist of a simple majority (50 percent plus one or 8 directors) of those eligible to be present and to vote. Provided a quorum is present at the beginning of a meeting, the meeting may continue even though members leaving reduce the number too less than a quorum. Members who have declared a conflict of interest shall be counted in determining a quorum.

Section 10.2 – Member Meetings

10.2.1 Meeting Types

There shall be two types of member meetings, the Annual General Meeting (AGM) and the Special General Meeting.

10.2.1.1 Annual General Meeting

The AGM of the association shall be held in Canada each year at such time and place as may be designated by the Board.

10.2.1.2 Special General Meetings

Special general meetings of the association may be held at the call of the Board or at the request of 10 percent or the membership. A special general meeting shall be held at such time and place as the Board may designate. The business to be transacted at such meetings shall be stated in the notice thereof, and no other business may be considered at those meetings.

10.2.2 Notice

At least 30 days notice for annual or special general meetings shall be given. Failure of a member to receive notification of a meeting will not invalidate any proceedings taken thereat.

10.2.3 Order of Business

The usual order of business, determined by parliamentary procedure, shall govern the conduct of all meetings. In all matters not governed by the by-laws, the procedure to be followed shall be in accordance with Bourinot's Rules of Order.

10.2.4 Voting Rights and Procedures

Every member shall file, in writing to the President of the association, or his/her designate, a statement appointing an individual to act as their representative. This individual shall be entitled to represent and vote on behalf of said member at all meetings of the association. The member may, if filed in writing, appoint an alternate who, in the absence of the first, may vote on behalf of the member. The member may from time to time, by filing a written notice with the President or his/her designate, replace the appointed representative.

10.2.4.1 No person may be appointed or continue to act as a representative of a member unless they are a director, officer, partner, proprietor or employee of the said member.

10.2.5 Motions

Motions shall be determined by a simple majority vote (50 percent plus one), unless otherwise specifically provided for by a statute, or by these by-laws.

10.2.6 Proxies

Voting by proxy shall not be permitted, except in the case of the AGM and special general meeting when written notification is given to the President, or their designate, at least 48 hours prior to the meeting. The proxy must name one member of the Board as their proxy, and at said meeting, the proxy shall be honoured in accordance with the terms of the proxy or, in the absence of any such terms, at the discretion of the proxy named.

10.2.7 Quorum

Members or their proxies present, constituting at least five (5 percent) of the voting members of the association, shall constitute a quorum at meetings of members. Provided a quorum is present at the beginning of a meeting, the meeting may continue even though members leaving reduce the number too less than a quorum. Members who have declared a conflict of interest shall be counted in determining a quorum.

10.2.8 Electronic Meetings

Meetings of the membership may be conducted over the internet. If said meeting is held, the following requirements must be adhered to:

10.2.8.1 All material must be provided to the voting delegates no later than 45 days in advance of the voting deadline.

10.2.8.2 Fifteen (15) days, from the date the material is distributed, will be allowed in which all delegates can submit their questions or request clarification to the material.

10.2.8.3 Responses to all requests for clarification and questions must be provided to the voting delegates no later than 15 days prior to the voting deadline.

10.2.8.4 Electronic Ballots

In the case of an electronic ballot those members present shall be determined by the number of members who by virtue of receiving and viewing the ballot shall be considered counted as participating in the process regardless of whether they cast a vote or not. Should they not cast a vote, their vote shall be deemed to be one of abstention.

10.2.8.4.1 All voting shall take place on-line.

10.2.8.4.2 Only those ballots cast by the deadline date and time shall be counted.

10.2.8.4.3 The results of the vote shall be published to the membership within 15 days of the voting deadline.

10.2.8.4.4 At the discretion of the Board of Directors, a 3rd party can be appointed to scrutinize the administration of the vote and the counting of the ballots.

ARTICLE #11 - Finances

Section 11.1 – Financial Year

The financial year of the association shall commence on the first day of January in each year.

Section 11.2 – Signing Authority

All cheques and contractual obligations issued or endorsed in the name of the association shall be signed by such officers, employees or agents of the association in such manner as shall be determined, from time to time, by resolution of the Board and shall be in effect for a period of one year.

Section 11.3 – Bank

The association's bank account(s) shall be kept in such federally regulated institutions as the Board may, by resolution, from time to time determine.

Section 11.4 – Banking

11.4.1 Any one of such officers, employees or agents so appointed by resolution of the Board may endorse cheques "for deposit only" with the association's bankers for the credit of the association.

11.4.2 Any one of such officers, employees or agents so appointed by resolution of the Board, may arrange, settle, balance and certify all books and accounts between the association's bankers and the association, and may receive all paid cheques and vouchers and sign all the bank's forms of settlement of balances and releases or verification slips.

11.4.3 All funds paid to the association shall be deposited to the credit of the association in such manner as the Board may determine.

ARTICLE #12 - Auditors

An independent auditor shall be appointed annually by the membership at the AGM and it shall be the membership who shall set the mandate for the auditor.

ARTICLE #13 - Dissolution

In the event that the association is dissolved, and after payment of all indebtedness of the association, the remaining funds, investments and other assets shall be used for the purpose of providing services for social, welfare, health, civic improvements, education or transferred to another non-profit organization with similar mission and goals to those of the association.

ARTICLE #14 - Amendments

The by-laws of the association may be repealed or amended by a majority vote of the Board and sanctioned by an affirmative vote of at least two thirds of the voting members present at a meeting duly called for the purpose of considering the repeal or amendment of the by-laws, or through a sanctioned mail or internet ballot whereby two-thirds of those casting a vote approve of the amendments. In the case of a mail vote a minimum of 15 days between the time the notice is mailed and the voting deadline must be provided to the membership.

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