

PREAMBLE

WHEREAS the Institute of Transport was founded in London, England in 1919 and received its Royal Charter in 1926, becoming The Chartered Institute of Transport;

AND WHEREAS the objects of the Institute are to promote, encourage and coordinate the study and advancement of the science and art of transportation and logistics in all its branches;

AND WHEREAS the name of the Institute was changed in the year 2001 to The Chartered Institute of Logistics and Transport;

AND WHEREAS it is desirable to consolidate the by-laws for the North American National Council of the Institute in the pursuit of the same objects and goals as those of the international organization based in London, England;

NOW THEREFORE the members of The Chartered Institute of Logistics and Transport in North America, meeting in Ottawa on the 15th of November, 2002, are pleased to enact the herein consolidated by-laws.

CONSOLIDATED BY-LAWS FOR THE CHARTERED INSTITUTE OF LOGISTICS AND TRANSPORT IN NORTH AMERICA (hereinafter the "corporation")

CORPORATE SEAL

1. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of The Chartered Institute of Logistics and Transport in North America.

CONDITIONS OF MEMBERSHIP

2. Membership in the corporation shall be limited to persons interested in furthering the objects of the corporation and shall be anyone whose application for admission as a member has received the approval of the board of directors of the corporation, consistent with the by-laws of The Chartered Institute of Logistics and Transport.
3. Membership fees and dues shall be established by the board of directors.
4. Any member may be required to resign for cause by a vote of three-quarters (3/4) of the members of the board of directors.

HEAD OFFICE

5. The head office of the corporation shall be in the City of Ottawa, Province of Ontario, Canada.



October 11, 2002

BOARD OF DIRECTORS

6. a) The property and business of the corporation shall be managed by a board of directors consisting of:
- (i) one (1) member elected as the chairperson of the board of directors for a term of two (2) years;
 - (ii) eight (8) members elected as directors for a term of one (1) year;
 - (iii) one (1) member elected as vice-chair (United States) for a term of one (1) year;
 - (iv) eight (8) members being the chair of each of the regional chapters, namely Pacific, Alberta, Manitoba, Ontario, Ottawa, Quebec, Atlantic and U.S./Washington;
 - (v) the immediate past chairperson of the previous board of directors for a term of two (2) years.
- b) All elected members are elected by the majority of the members expressing their vote in person or by proxy submitted to the secretary.
- c) An elected member cannot hold office as a member or executive of the board of directors of a regional chapter.
- d) Eight (8) members of the board of directors shall constitute a quorum.
- e) Candidates for election to the board of directors shall be nominated by at least two (2) members in good standing. Nominations shall be submitted to the nominating committee of the board of directors in advance of the annual general meeting.
7. The office of director shall be vacated:
- a) if a director shall resign his office by delivering a written resignation to the chair of the corporation;
 - b) if at a special meeting of the board of directors a resolution is passed by three-quarters (3/4) of the members of the board dismissing the director for cause;
- provided that if any vacancy shall occur for any reason in this paragraph contained, the board of directors by majority vote, may, by appointment, fill the vacancy with a member of the corporation.
8. Meetings of the board of directors may be held at any time and place to be determined by the directors provided that seven (7) clear days notice of such meeting shall be sent in



writing to each director, provided there shall be at least one (1) meeting per year of the board of directors. Directors may participate in such meeting in person or through electronic conference arrangement. No error or omission in giving notice of any meeting of the board of directors or any adjourned meeting of the board of directors of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

9. Directors and executive committee members, as such, shall not receive any stated remuneration for their services, but, by resolution of the board of directors, expenses of their attendance may be allowed for their attendance at each regular or special meeting of the board of directors. Nothing herein contained shall be construed to preclude any director from serving the corporation as an officer or in any other capacity and receiving compensation therefore. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties; and provided further that any director who is engaged in or is a member of a firm engaged in any business or profession may act in and be paid the usual professional costs and charges for any professional business required to be done in connection with the administration of the affairs of the corporation.
10.
 - a) A retiring director shall remain in office until the dissolution or adjournment of the meeting at which the retirement is accepted.
 - b) The succeeding director shall hold office until the next annual general meeting of members following the election or appointment.
11. The board of directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have authority and shall perform such duties as shall be prescribed by the board of directors.
12. The remuneration of all officers, agents and employees and committee members shall be fixed by the board of directors by resolution. .

INDEMNITIES TO DIRECTORS AND OTHERS

13. Every director or officer of the corporation or other person who has undertaken or is about to undertake any liability on behalf of the corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the corporation, except such costs, charges or expenses as are occasioned by own willful neglect or default, from and against:
 - a) all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted, or in respect of any act, deed, matter or



thing whatsoever, made, done or permitted, in or about the execution of the duties of the office or in respect of any such liability;

- b) all other costs, charges and expenses which are sustained or incurred in or about or in relation to the affairs thereof.

EXECUTIVE COMMITTEE

- 14. The board of directors shall appoint an executive committee comprising six (6) members of the board of directors, and which committee shall exercise such powers as are authorized by the board of directors. Any executive committee member may be removed by a majority vote of the board of directors.
- 15. Meetings of the executive committee may be held at any time and place to be determined by the members of such committee provided that forty-eight (48) hours notice of such meeting shall be sent in writing to each member of such committee. Four (4) members of such committee shall constitute a quorum. No error or omission in giving notice of any meeting of the executive committee or any adjourned meeting of the executive committee of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

BOARD COMMITTEES

- 16. The board of directors may establish committees chaired by a board member for specific purposes as deemed appropriate.

POWERS OF DIRECTORS

- 17. The directors of the corporation may administer affairs of the corporation in all things and make or cause to be made for the corporation, in its name, any kind of contract which the corporation may lawfully enter into and, save as hereinafter provided generally, may exercise all such other powers and do all such other acts and things as the corporation is by its charter or otherwise authorized to exercise and do.
- 18. The directors shall have power to authorize expenditures on behalf of the corporation from time to time and may delegate by resolution to an officer or officers of the corporation the right to employ and pay salaries to employees. The directors shall have the power to employ and pay salaries to employees. The directors shall have the power to make expenditures for the purpose of furthering the objects of the corporation. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of THE CHARTERED INSTITUTE OF LOGISTICS AND TRANSPORT IN NORTH AMERICA in accordance with such terms as the board of directors may prescribe.



19. The board of directors shall take such steps as they may deem requisite to enable the corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the corporation.

OFFICERS

20. The officers of the corporation shall be a chairperson, executive vice-chairperson, secretary and treasurer and any such other officers as the board of directors may by by-law determine including, but without restricting the foregoing, a chief executive officer.
21. The chairperson shall be the elected chairperson. Officers other than the chairperson of the corporation shall be appointed by resolution of the board of directors at the first meeting of the board of directors following each annual meeting of the members.
22. The officers of the corporation, other than the CEO, shall hold office for one (1) year from the date of appointment or until their successors are appointed in their stead. The CEO shall hold office in accordance with the contract approved by the board.
23. The chief executive officer shall be an ex-officio member of the board of directors, a member of the executive committee and other committees established by the board, but without voting rights.

DUTIES OF OFFICERS

24. All officers, except the chief executive officer, shall be directors of the corporation and they shall cease to be officers if they cease to be directors or if they are removed by a majority of the board of directors.
25. The chairperson shall preside at all meetings of the corporation and of the board of directors and shall see to the general and active management of the affairs of the corporation, ensuring that all orders and resolutions of the board of directors are carried into effect.
26. The executive vice-chairperson shall, in the absence or disability of the chairperson, perform the duties and exercise the powers of the chairperson and shall perform such other duties as shall from time to time be imposed by the board of directors.
27. The treasurer shall be responsible to the board of directors for the finances of the corporation, and in particular, shall have the custody of the funds and securities of the corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the corporation in the books belonging to the corporation. The treasurer shall also perform such other duties as may from time to time be directed by the board of directors.
28. The secretary shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose; shall give or cause to



be given notice of all meetings of the members and of the board of directors; and shall perform such other duties as may from time to time be prescribed by the board of directors. The secretary shall be custodian of the seal of the corporation, which shall be delivered only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution.

29. The chief executive officer shall report and be accountable to the board of directors for the management of the affairs of the corporation in accordance with the statement of duties approved by the board of directors and included in the chief executive officer's contract. The chief executive officer shall advise and assist the board of directors in developing policies, strategic and financial plans, and shall coordinate the implementation of the corporation's activities and programs to achieve end policies. The chief executive officer is responsible to the board of directors for the day to day administration of the corporation and shall also perform such other duties as may from time to time be directed by the board of directors.
30. The duties of all other officers of the corporation shall be such as the terms of their engagement call for or the board of directors require of them.

EXECUTION OF DOCUMENTS

31. Contracts, documents or any instruments in writing requiring the signature of the corporation, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the corporation without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the corporation to sign specific contracts, documents and instruments in writing. The directors may give the corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the corporation. The seal of the corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors.

MEETINGS

32. The annual or any other general meeting of the members shall be held at the head office of the corporation or at any place as the board of directors may determine and on such day as the said directors shall appoint. The annual general meeting shall be held during the last quarter of the calendar year.
33. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented, and a board of directors elected and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members. The board of directors or the chairperson or executive vice-chairperson shall have power to call, at any time, a general meeting of the members of



the corporation. A special meeting shall also be called upon the written request of at least 25% of all members in good standing.

34. Thirty (30) days prior written notice shall be given to each member of any annual or special general meeting of members. Members present in person at a meeting shall constitute a quorum. Each member present at a meeting shall have the right to exercise one (1) vote.
35. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purposes of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be the last address recorded on the books of the corporation.

MINUTES OF BOARD OF DIRECTORS AND EXECUTIVE COMMITTEES

36. The minutes of the board of directors or the minutes of the executive committee shall remain under the custody of the secretary of the corporation and shall be available to the board of directors, each of whom shall receive a copy of such minutes. A copy of such minutes shall be made available to any member of the corporation upon written request.

VOTING OF MEMBERS

37. At all meetings of members of the corporation every question shall be determined by a majority of votes, including proxies, unless otherwise specifically provided by statute or by these by-laws.

FINANCIAL YEAR

38. Unless otherwise ordered by the board of directors, the fiscal year-end of the corporation shall be September 30th.

AMENDMENT OF BY-LAWS

39. The by-laws of the corporation may be repealed or amended by a by-law proposed by a majority of the directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members in good standing, present at the next annual general meeting, or at a special general meeting called for this very purpose, including proxy votes submitted to the secretary.

AUDITORS

40. a) The members shall at each annual meeting appoint an auditor to audit the accounts of the corporation to hold office until the next annual meeting provided



that the directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the board of directors.

- b) The treasurer shall table the auditor's report at the annual general meeting. A copy of the accepted report shall be made available to any member of the corporation upon written request.

BOOKS AND RECORDS

- 41. The directors shall see that all necessary books and records of the corporation required by the by-laws of the corporation or by any applicable statute or law are regularly and properly kept.

RULES AND REGULATIONS

- 42. The board of directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the corporation when they shall be confirmed, and failing such confirmation at such annual meeting of members shall at and from that time cease to have any force and effect.

CHAPTERS

- 43. With the consent of the corporation, members may constitute themselves in regional or local chapters of the corporation and conduct their business in a manner consistent with the objects of the corporation.
 - a) Any such chapter shall work harmoniously for the pursuit of the objects of the corporation.
 - b) Any such chapter shall submit to the corporation an annual report of its activities and achievements.

INTERPRETATION

- 44. In these by-laws and in all other by-laws of the corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

