



Canadian International Freight Forwarders Association Inc.
170 Attwell Drive, Suite 480, Toronto, ON M9W 5Z5

CIFFA National By-Laws

ADOPTED MAY 13, 2009

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ARTICLE I: NAME OF ASSOCIATION

The name under which the organization shall be known is the "CANADIAN INTERNATIONAL FREIGHT FORWARDERS ASSOCIATION, INC."

ARTICLE II: MEMBERSHIP

SECTION 1

The number of members shall not be limited.

SECTION 2

Membership in the Association shall not be transferable.

SECTION 3

Application for membership shall be on a form prescribed from time to time by the National Board of Directors (N.B.D.).

Following the vote on an application as provided for in Article II, Section 14, the N.B.D. shall circulate the result of the vote to all Regular members of the Association via electronic news bulletin, web page, and/or in the next Association newsletter.

SECTION 4

Any person or corporation whose business is in any manner subsidiary to, or owned in whole or in part by any shipper, consignee, exporter or importer of goods, or who buys

or sells or acts as buying or selling agent in any manner whatsoever shall not be acceptable for Regular membership but may be eligible for Associate membership subject to the discretion of the N.B.D. Persons or corporations whose business is a subsidiary of a primary carrier may become a Regular Member should applicant show that business between the applicant and the carrier are at arm's length.

SECTION 5

Associate membership in the organization shall be permitted to persons or corporations who do not qualify for Regular membership under the terms of our By-Laws.

SECTION 5A

Personal Membership in the organization shall be permitted to qualified Professional Freight Forwarders (PFF). The Personal Membership will be granted the same rights and privileges as Associate Members within the By-Laws of the Association.

SECTION 6

Corporations applying for either Associate or Regular membership shall designate in their application for membership their two accredited representatives for the purpose of the Association. Such representatives may be changed by a member corporation and must be reported immediately to the Secretariat. Of the two representatives, one shall be the designated representative and the other shall be an alternative representative. Said representatives shall exercise the Member's rights in the Association only while connected with the business of the active member he represents and shall be subject at all times to removal or substitution by such active member.

SECTION 7

Only Regular members may serve and have voting privileges on the N.B.D. and only Regular members shall be entitled to voting privileges at meetings of the Association. In the case of corporations who are Regular members, only one accredited representative shall have the right to cast a vote at any one time. Associate members may, from time to time, be excluded from certain association meetings, and receipt of certain news bulletins as decided by the N.B.D.

SECTION 8

All applications for membership with exception of Personal Membership (PFF) must be sponsored by two Regular Members and shall be submitted to the appropriate Regional Committee for research and recommendations, then submitted to the Secretariat for presentation to the N.B.D. by accepted means of communication.

SECTION 9

HONOURARY MEMBERSHIP - Any adult person who has distinguished himself by some exceptional service to the profession may be eligible for honorary membership. Honorary members shall be exempt from dues, holding office and shall not have a vote.

Honorary membership shall be attained on recommendation of the N.B.D.

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SECTION 10

Any member may be suspended or expelled for any cause deemed sufficient by the N.B.D. by a majority vote of the directors of the N.B.D. Such cause may consist of, but shall not be limited to, the loss by a member of the qualifications requisite for admission to the Association. Any member liable to such suspension or expulsion shall, within a reasonable delay, be informed of the reason(s) for the suspension or expulsion prior to a meeting of the N.B.D. on such issues. The member will have the right to be heard by the N.B.D. and to be informed of the dates, time and place of the said meeting. The decision of the N.B.D. shall be final and binding.

SECTION 11

Any member indebted to the Association for dues or otherwise, for a period of 60 days or more from date of maturity, shall be advised by letter addressed by registered post or electronic transmission sent by the Secretary of the Association. Failure of such member to pay the dues (or otherwise) in full within a period of 30 days from the date of receiving such letter, shall entitle the N.B.D. to expel such member from the Association in conformity with the procedure of Article II, Section 10.

SECTION 12

All resignations shall be submitted in writing via registered mail or by electronic transmission to the Secretary. Upon review by the Secretary, the N.B.D. shall either accept the resignation or refuse it. If accepted, a member's resignation becomes effective on the date of receipt of the resignation letter by the Secretary. The N.B.D. shall refuse a member's request for resignation if it is indebted to the Association in any amount either in dues or otherwise. Any person or company ceasing to be a member of the Association forfeits all interest in, or claim to, the property of the Association.

SECTION 13

A certificate of membership, duly signed by the President and the Secretary, shall be issued and sent to each member on the annual renewal of their membership. The membership certificate will be accompanied by a letter from the Secretary-Manager to the effect that such certificate must be returned to the Association should the member decide to discontinue his affiliation. Should the member fail to comply he may be subject to reprimands by the N.B.D.

SECTION 14

The N.B.D. may, at its complete discretion, accept, approve or deny any application for Regular or Associate membership in the Association.

The N.B.D. shall approve such applications by a two-thirds vote of the Directors received electronically upon receipt from the administration of full particulars of the application. Upon written request and addressed to the Secretary by any five Regular Members of the Association, an application which has not been accepted by the N.B.D. shall be submitted for a vote at the next general meeting. For an application to be then accepted, a two-thirds vote of the regular Members present at such general meeting is required.

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SECTION 15

Only Members in good standing shall have the right to exercise the privileges of membership.

ARTICLE III: MEMBERSHIP DUES AND FEES

SECTION 1

Annual dues shall be determined from time to time by a general meeting of members.

SECTION 2

Dues shall be payable annually in advance. In the case of members accepted at dates other than at the beginning of the Association's year, dues shall be adjusted pro-rata. Dues are non-refundable, either in whole or in part.

SECTION 3

At the Annual General Meeting, the members may by a two thirds vote of the members attending, in person or by proxy, approve a resolution of the Board of Directors for a special assessment on the members to advance the interest of the forwarding industry.

If approved, such special assessment will be payable by the members forthwith upon receiving a statement from the Association for the assessment owing. In the event that such special assessment remains unpaid, the provisions of Article II, Section 11 apply.

ARTICLE IV: MANAGEMENT

SECTION 1

A National Board of Directors (N.B.D.) composed of 12 elected directors who are representatives of Regular member corporations shall manage the affairs of the Association. In addition, the immediate Past President and the Chairpersons in office of each of the established regional committees shall be ex-officio voting members of the N.B.D. In each year one-half of the directors shall be elected to fill the position of those directors whose term of office has expired, and each Director so elected shall hold office for a two-year term from the date of his/her election or until the second annual meeting after his/her election. A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which his/her retirement is accepted and his/her successor is elected

SECTION 2

The election of Directors at annual meetings shall be held by secret ballot. The pre-printed ballots shall be folded and handed to scrutineers appointed by the President. The scrutineers shall count the ballots and submit them with the election results to the President who shall thereupon announce to the meeting the names of those elected. All ballots will then be destroyed. Members of the N.B.D. shall be known as National Director's of the Association.

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SECTION 3

The Executive Committee shall consist of the:

- President;
- First Vice President;
- Second Vice President;
- Third Vice President;
- Secretary;
- Treasurer; and
- Immediate Past President

Executive Committee members shall remain in office until they are replaced in accordance with these By-Laws. The N.B.D shall meet within six weeks of the Annual General meeting. At said meeting, the N.B.D will elect from among themselves the National Executive Officers, being the President, the First, Second and Third Vice Presidents, the Secretary, and the Treasurer. The same person shall not hold two of the said offices. National Executive Officers, with exception of the President, shall hold office for a term of one year from the date of appointment or until their respective successors are appointed. The President will be elected for one term of two years. It is intended that the First Vice President shall, where practical, represent a region of the Association different from that in which the President shall work. Any Executive members may be removed from the Executive Committee or the N.B.D. by a majority vote of the N.B.D. Executive members shall receive no remuneration for serving as such, but are entitled to be reimbursed for reasonable expenses incurred in the exercise of their duty.

SECTION 4

The President of the Association shall preside at all meetings of the Association or of the N.B.D.

In his/her absence, the President shall designate a Director to represent him/her at said meeting.

SECTION 5

Should a vacancy occur on the N.B.D., the remaining directors shall fill the vacancy from amongst the Regular Members. The candidate(s) will be proposed to the N.B.D by existing Directors. A simple majority is required for the nomination to be accepted. In the event of multiple candidates, a secret ballot process will take place. The candidate receiving the most votes wins. The term of office of such replacement director shall not exceed the remainder of the term of the director whose position is vacated.

SECTION 6

- a) The office of Director shall be automatically vacated:
- i) If a director shall resign the director's office by delivering a written resignation to the secretariat of the Corporation,

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- ii) If the director is found to be mentally incompetent or becomes of unsound mind,
- iii) If the director becomes bankrupt or suspends payment or compounds with the director's creditors, or
- iv) On death.
- v) If at a special general meeting of the Members a resolution is passed by the majority of the Members present at the meeting that the director be removed from office
- vi) If the director ceases to retain membership qualifications, or
- vii) If the director misses three consecutive meetings without having been excused by the President.

b) Directors of the Corporation shall serve without remuneration and no Director shall directly or indirectly receive any profit from that director's position as such, provided that a director may be paid reasonable expenses incurred in the performance of directorial duties.

SECTION 7

The Secretary shall have charge of the Seal of the Association, its papers and documents, books and records, including the keeping of the roll of members. He shall certify documents issued by the Association and shall have such other duties as may be assigned to him by the N.B.D.

SECTION 8

The Treasurer shall have the custody of the funds of the Association and shall deposit same to the credit thereof in a chartered bank. All cheques, notes, drafts, orders for payment, and all negotiable or non-negotiable instruments of the Association shall be signed by any two of the following: President, Treasurer, Secretary, Executive Director.

SECTION 9

All contracts and agreements having a monetary value in excess of \$15,000.00 must have the approval of the N.B.D of the Association and shall be signed by the President, or in his absence by a Vice President, and the Secretary, and, where appropriate shall bear the seal of the Association.

SECTION 10

All proceedings necessary for the exercise of the rights, powers, and privileges of the Association shall be instituted by the N.B.D. For that purpose, the N.B.D. may engage a duly qualified attorney to represent the Association upon such terms and conditions as the N.B.D. may deem expedient.

SECTION 11

Proxies in a permanent form acceptable to the N.B.D shall be allowed from Regular Members who are unable to attend a meeting of the Association. Where proxies are solicited, a solicitation will include sufficient information for the regular member to form a reasoned judgment on the business to be transacted at that meeting.

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Satisfactory proof of proxy must be submitted to the Secretariat at the opening of the meeting concerned. Proxies can only stand for that matter to which they were solicited. Proxies can only be made to and received from Regular Members in good standing. All matters that may arise for decision at regular annual meetings other than the election of members to the N.B.D shall be decided by a show of hands. Each Regular Member shall have one vote. Members holding valid proxies may vote for such absent Regular Members that they represent within any limitation indicated on the proxy. If a Regular Member wishes to provide proxy for all matters to be voted upon, the instrument appointing the proxy shall so designate. Proxies may also be used at meetings of the N.B.D. provided the proxy meets the same conditions as above.

SECTION 12

The N.B.D. shall have power to conduct and conclude transactions involving amounts of money, up to but not exceeding \$50,000.00. All matters involving the expenditure of amounts in excess of \$50,000.00 shall be submitted to the Association for its approval.

SECTION 13

The President shall have a casting vote at all meetings of the Regular Members or N.B.D.

SECTION 14

All members of the N.B.D and all Officers of the Association shall serve without remuneration, but they should be reimbursed for their reasonable expenses in connection with meetings of the Board and Committees, and while carrying out business of the Association, provided that receipts are tendered for all expenses before reimbursement. If any Director, or Officer of the Association shall be employed by or shall perform services for the Assoc. otherwise than as a Director, or Officer or shall be a member of a firm or a shareholder, director or officer of a company which is or will be employed by or has or will perform services for the Association, the fact of being a Director, or Officer of the Association shall not disentitle such Director or Officer or such firm or company as the case may be, from receiving proper remuneration for services, provided that said Director, or Officer declares his involvement and abstains from any vote that relates to the provision of such services for the Association.

SECTION 15

The N.B.D. shall take such steps as they may deem requisite to enable the Association 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 Association.

SECTION 16

The N.B.D. may appoint such agents and engage such employees as it shall deem necessary from time to time and such agents/employees shall have such authority and shall perform such duties as shall be prescribed by the N.B.D. at the time of each appointment.

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SECTION 17

a) 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, 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, from and against:

- i. All costs, charges and expenses whatever that such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against such person, for or in respect of any act, deed, matter or thing whatever made, done or permitted by such person, in or about the execution of the duties of that person's office, and

b) All other costs, charges and expenses which such Director, Officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by person's own willful neglect or default. No director or officer for the time being of the corporation shall be liable for:

- 1) The acts, receipts, neglects or defaults of any other director or officer or employee;
- 2) Joining in any receipt or act for conformity or for any loss, damage or expense happening to the corporation through the insufficiency or deficiency of title to any property acquired by the corporation or for or on behalf of the corporation:
- 3) The insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the corporation shall be placed out or invested:
- 4) Any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto
 - i. Unless the same shall be committed by or through such person's own wrongful and willful act, neglect or default.

SECTION 18

From time to time the NBD may appoint one ad-hoc, non-voting Director to the NBD.

ARTICLE V: MEETINGS

SECTION 1

Meetings of the N.B.D shall be held not less than quarterly and at such reasonable time and reasonable place as the President may fix. Upon receipt of any written or electronic transmission request by any four members of the N.B.D, the President shall call a meeting thereof. Eight members of the N.B.D shall constitute a quorum thereof. Written or electronic transmission notice of a meeting of the N.B.D shall be communicated at least fourteen days prior to the date of such meeting. Video-Conference, or Tele-Conference call may be used as an acceptable form of meeting provided it meets all the [top](#)

criteria for a meeting of the N.B.D (proper Quorum, Notice, etc.) and such that it is possible to conduct the business that may arise during the course of a meeting (voting, rules of order, etc.) and that it is conducted within By-Laws of the Association.

SECTION 2

Meetings of the regular members of the Association shall be held at such time and place as may be determined by the President but the annual general meeting shall be held during the month of May in each year.

SECTION 3

Eight Regular members of the Association shall constitute a quorum at any meeting of the membership.

SECTION 4

Notice of any general meeting of the Association shall be sent by the Secretary to each Regular member by any written or electronic transmission. Fourteen days notice, according to circumstances, shall be given prior to said meeting. Such notice shall contain sufficient information for the Regular Member to form a reasoned judgment on the business to be transacted at that meeting and shall be sent to the last known address of the Regular member.

SECTION 5

Any member of the N.B.D, or any five Regular members of the Association by requisition in writing or electronic transmission to the Secretariat of the Association, may demand that the latter convene a general meeting of the Regular Members of the Association for the purpose to be mentioned in such requisition. Should the Secretariat fail to comply with such requisition within three days from the date of receipt of the said requisition, any Regular member of the Association may convene such meeting by giving the required notice.

SECTION 6

At a meeting of the N.B.D to be held in the third month prior to the date of the Annual Meeting, a nominating committee of three Regular Members shall be appointed by the N.B.D to prepare a list of candidates for election to the N.B.D for the coming year. No Member shall be nominated who has not first given his consent to stand for election. The N.B.D shall advise the membership of the slate so nominated at least one month before the date of the annual meeting, such notice to be given by mail or electronic transmission and posted on Association website. Five Regular members together with the consent of the nominee may submit additional nominations for election in writing, provided that such nominations shall be delivered to the Secretariat at least two weeks prior to the Annual General Meeting.

SECTION 7

Any five Regular members may nominate a member for election to the N.B.D. Such nomination must reach the Secretary-Manager not later than two weeks before the annual general meeting.

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ARTICLE VI: COMMITTEE REGIONS

MEMBERSHIP

SECTION 1

COMMITTEES - On the written application of at least 7 Members the N.B.D may from time to time establish one or more Regional Committees in any geographical area or areas of Canada. The N.B.D at its next meeting will decide on approval of such formation. Should the N.B.D disapprove, those applicants may apply to Regular Members at the following AGM.

The N.B.D may rescind the establishment of any such Regional Committee if its continuance is not in the best interest of the Members.

SECTION 2

Regional Committee - Each Regional Committee shall consist of a Chairperson and Vice-Chairperson, elected on an annual basis but limited to two full terms, who will be chosen from Regular Members, plus at least five additional committee Members who are representatives of different Regular or Associate Member firms or Personal Members. The Chairperson and Vice-Chairperson are responsible to approve Regional expenses. No less than 30 days prior to the AGM the Regional Committee shall meet to elect from their Members, within the Region, the Chairperson and Vice-Chairperson for the coming year.

- i) Each Regular Member will have one vote.
- ii) Regional Committees will set Regional functions and participate in educational/training programs. They will deal with all matters of interest, however approval from the N.B.D must first be obtained for all matters beyond the local territory level.
- iii) Regional Committees may hold any event. For any event with a financial commitment of + \$2500 the Committee must present an event budget to the N.B.D for approval no less than 30 days prior to undertaking any formal financial commitments.
- iv) No Regional Committee is authorized to use the name of the Association for any correspondence other than those mentioned above, without the consent of the N.B.D.

Each Committee must be governed by the Bylaws of the Association.

SECTION 3

MEMBERSHIP - All other standing Committees deemed necessary or advisable shall be appointed by the N.B.D., which shall stipulate the duties and composition of each.

Committee members will serve without remuneration and may be removed from office by two-thirds vote of the N.B.D. in the event they fail to attend three consecutive meetings of the committee of which they are member.

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ARTICLE VII: ETHICS AND STANDARDS

SECTION 1

A Standing Committee is instituted and designated as "Ethics and Standards

Committee" (E. & S.C.). The N.B.D. shall nominate the Chairman of the E. & S.C.; other members shall be designated by the Chairman of the said Committee.

SECTION 2

A CIFFA. Regular Member must discharge his duties with honesty and integrity. The Regular member pledges a reasonable standard of competence towards his client and undertakes to perform the services executed on behalf of this client in a conscientious, diligent and efficient manner. The Regular member pledges to hold in strict confidence, all information acquired in the course of the relationship concerning the business and the affairs of his client. No such information is to be divulged unless authorized by the client, or required by law.

The Regular member agrees to observe all relevant laws of Canada regarding the movement of goods entrusted to him.

As part of the duties he owes to his clients, the Regular member shall not withdraw his services, except for good cause, and in all cases upon appropriate notice.

SECTION 3

The Code of Ethics may be accepted or amended by a two-thirds vote of the Regular Members present at any general meeting provided that a notice of amendment of the whole or any part of the Code of Ethics has been conveyed by mail or electronic transmission at least one week before such meeting.

SECTION 4

The Code of Ethics, as accepted by the Regular membership, is to appear on the reverse of the Membership application and become part of the terms of such application.

SECTION 5

Cases of non compliance of the Code of Ethics are to be handled by the E. & S.C. Chairman who shall report to the N.B.D.

SECTION 6

The suspension or expulsion of a member from the Association due to a violation of the Code of Ethics shall be handled in conformity with of Article II, Section 10.

SECTION 7

Existing Regular members will be required to accept by way of acceptance letters, the Code of Ethics as accepted by the general Membership from time to time.

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SECTION 8

Regular Members, Associate Members and all participants in CIFFA meetings, functions or events will observe and comply with all relevant Laws and Acts of Canada.

ARTICLE VIII: GENERAL

SECTION 1

An Auditor shall be appointed by the N.B.D. annually to audit the books and affairs of the Association and report thereon.

SECTION 2

The By-Laws may be amended by a two-thirds vote of the Regular Members present at any general meeting provided notice of such amendment has been conveyed by mail or electronic transmission at least fourteen days before such meeting. Adoption of a proposed amendment is conditional upon required government approval. Regulations made under these By-Laws by the N.B.D., and amendments thereto, shall be forwarded to each member; and available for public inspection within the Secretariat office.

SECTION 3

All questions of interpretation of the By-Laws shall be decided by the N.B.D. and such decisions shall stand until reversed or altered by a two-thirds vote of the Regular membership.

SECTION 4

Robert's Rules of Order, in so far as they may be consistent with the By-Laws of this Association, shall govern the procedure at meetings of the Association.

SECTION 5

The corporate seal of the Association, shall be circular in form and shall bear the name of the Association and the year of its incorporation.

SECTION 6

The Association will manage and report its financial affairs using Accrual Based Accounting Methods under GAAP. Any change to Accounting methods must be approved by a majority vote of the NDB.

Adopted May 13, 2009