

INTERNATIONAL FEDERATION OF PURCHASING AND SUPPLY MANAGEMENT



THE CONSTITUTION

ADOPTED: NOVEMBER 7, 2004
AMENDED: SEPTEMBER 29, 2006

Article I – Definitions and Interpretation

1. In this Constitution and in any Regulations made hereunder, the following terms shall have the meanings indicated:

“AREAS OF ACTIVITY” includes but is not limited to: purchasing; materials management; supply chain management; logistics; contract management; inventory control; operations; materials planning; and academic research in one or more of the above with special reference to Article II Membership, Eligibility and Obligations of Membership, in the Regulations.

“ASSOCIATION” means a not-for-profit association, institute, professional body or other organization that is national or international in scope and that is engaged in or promotes one or more of the areas of activity, and includes organizations whose members are in the private sector, the public sector, or both. “Association” does not include a government agency or body. In this Constitution and any Regulations made hereunder, an “association” may also be referred to as an “organization”.

“CONSTITUTION” and “this Constitution” mean this Constitution of the Federation, including any amendments hereof that may be made from time to time.

“GENERAL MEMBERSHIP” means the Member Bodies of the Federation, acting in their collective capacity in general meeting or by resolution.

“BOARD OF DIRECTORS” means the board of directors of the Federation, elected or appointed by the General Membership from time to time.

“FEDERATION” means the International Federation of Purchasing and Supply Management.

“MEMBER BODY” means an association that promotes one or more of the areas of activity, and that has been admitted as a member of the Federation.

“PROFESSIONALLY EXPERIENCED” means those professional practitioners who are either

currently employed or were previously employed by organizations that perform functions identified in the 'areas of activity' as well as those senior executives who manage one of more aspects of an association that is eligible to hold membership in the Federation.

"REGULATIONS" means such rules, regulations or bylaws, including any amendments thereof, as the General Membership of the Federation may make from time to time to ensure the effective governance and functioning of the Federation and its affairs.

2. In this Constitution and in any Regulations made hereunder, any reference to the masculine gender shall be taken to include the feminine, and any reference to the singular number shall be taken to include the plural, and vice versa.

Article II - Name

1. The name of the Federation shall be:
 - The International Federation of Purchasing and Supply Management

Article III – Character, Composition, Language

1. The Federation shall be an organization of Member Bodies that promote one or more of the areas of activity.
2. The official language of the Federation shall be English.

Article IV - Objects

1. The Objects of the Federation shall be:
 - to promote the development and recognition of the profession in the areas of activity
 - to share knowledge on association best practices, guidelines and ethical, good practice in the "Areas of Activity" in order to assist associations in delivering quality products, programs and services to their members
 - to support the development and recognition of professional purchasing and supply associations
 - to present a unified face for the profession in those areas where our collective position is more meaningful/relevant than the work of any one association
2. The Federation, in pursuit of the Objects, shall encourage Member Bodies to undertake such activities as it deems appropriate.
3. The Federation, in pursuit of the Objects, may engage in all lawful business functions permitted any such corporation.
4. All income, property and resources of the Federation shall be applied toward the Objects of the Federation.

Article V – Membership and Member Bodies

1. Membership in the Federation is open to national and international bodies that are associations as defined herein and that otherwise would qualify to be a Member Body.
2. The Regulations may set out the terms and conditions upon which an organization may become and remain a Member Body, and the obligations of membership in the federation.

Article VI – General Membership of the Federation

1. The Member Bodies, assembled in general meeting or acting by resolution, shall constitute the Council of the Federation.
2. The ultimate governing authority of the Federation shall rest with the General Membership.
3. The General Membership shall be composed of a single representative of each Member Body, approved by the Member Body.
4. The terms for which representatives on the General Membership shall serve, and other matters concerning the functioning of the General Membership, shall be as provided in the Regulations from time to time.

Article VII – Board of Directors

There shall be a Board of Directors of the Federation.

1. The Board of Directors shall have the responsibilities that are set out in Article IV. 1 of the Regulations
2. The Board of Directors may establish from time to time such other sub-units or committees as it deems necessary and appropriate to carry out the business and mission of the Federation.
3. The Board of Directors may appoint staff to assist the operation of the Federation and the principal member of such staff shall be known as the Director-General and he shall have such duties and powers as the General Membership shall by Regulation establish.

Article VIII – Officers

1. The Officers of the Federation shall include the President; the President-Elect; the Treasurer; and the Director-General, and such other officers as the General Membership may determine from time to time.

Article IX – Regulations

1. The Board of Directors may from time to time propose to the General Membership for its approval such Regulations as it deems necessary and appropriate to ensure the effective governance and functioning of the Federation and its affairs.
2. Regulations, including amendments thereof, shall come into effect only upon approval by the General Membership.
3. Regulations shall be valid only insofar as they are consistent with the provisions of this Constitution.

Article X – Amendment of the Constitution

1. Proposed amendments to this Constitution shall be submitted to the Director-General not less than four months prior to the date of the next regularly scheduled General Membership meeting. The Director-General shall transmit such proposed amendments to all representatives of Member Bodies not less than three months prior to the next regularly scheduled General Membership meeting.
2. Amendments to this Constitution must be approved by not less than two-thirds of the representatives of Member Bodies attending in person or by proxy and voting at the next regularly scheduled and duly constituted General Membership meeting.
3. Proposals that have been transmitted to the representatives of Member Bodies in accordance with this Article may be further amended at the General Membership meeting at which such proposals are being considered.

Article XI – Dissolution and Winding-up

1. The General Membership shall determine the method of any winding up or dissolution of the Federation, and shall determine what distribution of assets will be made in such an event, provided that any such distribution must comply with the law of the country in which the Federation is incorporated.

Article XII – Legal and General Provisions

1. The registered office of the Federation shall be established in such place as the Board of Directors shall determine from time to time.
2. In this Constitution and any Regulations made hereunder, where any notice is required to be given or any document is required to be transmitted, such notice or transmittal may be given by delivery of paper copy, by facsimile transmission, or by electronic transmission, addressed to the address of record of the recipient in the records of the Federation.
3. In this Constitution and any Regulations made hereunder, where any meeting is referred to or required to be held, such meeting may be held in person, or by teleconference, videoconference or any other electronic means that enables all participants in the meeting to communicate with one another, and where a meeting is held by teleconference, videoconference or other electronic means, participants shall be considered to be present in person at the meeting.

4. In the event the Federation is obliged to pursue or defend any action at law, the Board of Directors shall act on its behalf.
5. In this Constitution and any Regulations made hereunder, headings are for convenience and ease of reference only.
6. In the event of uncertainty, any questions concerning the interpretation of this Constitution or any Regulations made hereunder shall be determined by the Board of Directors.
7. Matters of law affecting this Constitution and any Regulations made hereunder shall be determined in accordance with the law of Switzerland, Zurich Canton.
8. This Constitution shall take effect as of January 1, 2005. As of that date, and subject to any transitional provisions in this Constitution, any previous Constitution of the Federation shall be repealed, replaced, and have no further effect.