

BY-LAWS

THE ENGINEERING INSTITUTE OF CANADA

JUNE 1999

Being By-Laws relating generally to the transaction of the affairs of The Engineering Institute of Canada

DEFINITIONS

"*Institute*" means The Engineering Institute of Canada

"*Member Society*" means a Member Society of the Institute

OBJECTIVES

To advance the quality and scope of Canadian engineering.

To stimulate the application of engineering to the benefit of all persons.

To recognize the special achievements of members of Member Societies, and of individuals not eligible to be members of Member Societies who have made noteworthy contributions to Canadian engineering.

To encourage Member Societies to promote the creation, exchange, dissemination of and access to technical and other information relevant to specific engineering disciplines for both technical and public interest.

To promote interaction between specific interest groups (societies, associations, government and other agencies) on national and international issues of social, economic, political, legal and human concern relevant to engineering; to develop information for both technical and public interest; to present this information along with recommendations to appropriate government and other agencies.

To cooperate with the provincial licensing bodies and the Canadian Council of Professional Engineers in serving the needs and interests of its members by providing continuing technical education.

To cooperate with the Association of Consulting Engineers of Canada, the Canadian Academy of Engineering, and other engineering organizations in matters of common interest.

To cooperate with and provide assistance to all levels of government and with their regulatory bodies and industry on matters concerned with, or involving the use of engineering technology and the practice of engineering.

To study, and make reports on matters of national, regional and local interest affected by engineering technology.

To promote the awareness of the history of engineering in Canada.

To collaborate with universities and other educational institutions to advance the relevance and effectiveness of engineering education and lifelong learning.

To foster intra-national and international contacts, and cooperation in engineering and related fields.

SEAL

- 2 The corporate seal of the Institute shall be in the form as imprinted on these By-Laws.

- 2.1 The executive director of the Institute shall have the care and custody of the corporate seal.

MEMBERSHIP

- 3 There shall be two classes of membership in the Institute, namely Member Societies with voting rights, and Sustaining Members with no voting rights.

- 3.1 Membership as a Member Society shall be subject to the following provisions:

- .1 As of June 14, 1999 there were seven (7) Member Societies in the Institute:
 - .1 The Canadian Geotechnical Society;
 - .2 The Canadian Medical and Biological Engineering Society;
 - .3 The Canadian Society for Chemical Engineering;
 - .4 The Canadian Society for Civil Engineering;
 - .5 The Canadian Society for Engineering Management ;
 - .6 The Canadian Society for Mechanical Engineering; and
 - .7 The Institute of Electrical and Electronics Engineers Canada.
 - .2 An organization representing a group of engineers and/or an allied group of persons with interests in a single broad and widely recognized field of

engineering whose objectives are similar and not in conflict with the Institute may apply to become a Member Society of the Institute by submitting a fully supported request to the Council six (6) months prior to the beginning of a fiscal year of the Institute. The motion approving an application requires a two-thirds (2/3) majority of the voting members of the Council. Normally a new Member Society shall join the Institute on the first day of a fiscal year.

- .3 A Member Society may resign from membership in the Institute by resignation in writing delivered to the executive director of the Institute not less than eight (8) months in advance of the effective date of the resignation. The resignation shall be effective on the last day of a fiscal year.
- .4 Membership of a Member Society may be cancelled by resolution of a special meeting of the Council if approved by a two-thirds (2/3) majority.
- .5 Member Societies shall be financially independent and responsible.
- .6 The president shall execute a written agreement with each Member Society covering the terms of association and the obligations of both parties including the annual fee to be paid by the Member Society.

3.2 Membership as a Sustaining Member shall be subject to the following provisions:

- .1 Corporations or individuals interested in financially supporting the objectives of the Institute other than through any other class of membership may be admitted by submitting to the President applications as Sustaining Members of the Institute.
- .2 Membership as a Sustaining Member shall cease upon failure to remit a financial contribution to the Institute during any fiscal year or by written resignation as a Sustaining Member of the Institute given to the President.
- .3 Membership of a Sustaining Member may be cancelled by resolution of a meeting of the Council.
- .4 Sustaining Members shall have no other obligations to the Institute.

HEAD OFFICE

- 4 The head office of the Institute shall be in the City of Ottawa in the Regional Municipality of Ottawa-Carleton and Province of Ontario and at such place therein as the members may from time to time decide. A change to this Article shall

require at least two-thirds of the votes cast at a special meeting of the Council duly called for considering the change.

COUNCIL

5 The Council shall be responsible for establishing the policy of the Institute and for its management.

5.1 The Council shall consist of voting and non-voting members.

5.2 The voting members of Council shall consist of these officers and councillors:

the president,
the president-elect,
the most immediate past president,
the treasurer, and
one councillor from each Member Society.

5.3 The executive director of the Institute shall be an officer of the Institute who shall be a non-voting member of Council and shall act as its secretary.

5.4 The continuing members of Council may act, notwithstanding any vacancy in their number.

5.5 The voting members of Council shall be elected or appointed for terms as provided in these By-Laws. No person shall hold office or act as a councillor of the Institute unless that person shall be a member in good standing of one of the Member Societies.

5.6 The office of an officer shall be automatically vacated:

- .1 if the officer shall resign the office by delivering a written resignation to the executive director of the Institute;
- .2 if the officer is found by a court to be of unsound mind;
- .3 if the officer becomes a bankrupt or suspends payment or compounds with their creditors;
- .4 if at a special meeting of the Council a resolution is passed by two-thirds of the votes carried by members present at the meeting that the officer be removed from office;
- .5 if found guilty of professional misconduct or criminal offense;

5.7 The chair of each standing committee of Council shall be a non-voting member of Council.

- 5.8 Meetings of the Council may be held at any time either in a designated place or through teleconferencing devices to be determined by the voting members provided that written notice of such meeting shall be given at least fourteen (14) days prior to the meeting. Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken.
- .1 There shall be at least three (3) meetings per year.
 - .2 No error or omission in giving notice of any meeting of the Council or any adjourned meeting of the Council shall invalidate such meeting or make void any proceedings taken thereat and any member of Council may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
 - .3 Each voting member of Council is authorized to exercise one (1) vote.
 - .4 At all meetings of Council every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by this By-Law.
 - .5 A member of Council may participate in a meeting of Council or of a committee of Council by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a member of Council participating in such a meeting by such means is deemed to be present at the meeting.
 - .6 A resolution in writing, signed by all the members of Council entitled to vote on that resolution at a meeting of Council or committee of Council, is as valid as if it had been passed at a meeting of Council or committee of Council.
 - .7 The president, or the president-elect shall have power to call, at any time, a meeting of Council. A meeting of Council shall also be called on written requisition of at least four (4) voting members of Council.
- 5.9 Councillors shall not receive any remuneration from the Institute for their services as such.
- 5.10 A retiring member of Council shall remain in office until the dissolution or adjournment of the meeting at which their retirement is accepted.
- 5.11 At any meeting of Council, two-thirds (2/3) of the voting members shall constitute a quorum.

- 5.12 A copy of the minutes of the Council shall be sent to the members as soon as reasonably possible after each meeting.
- 5.13 An organization with interests similar to those of the Engineering Institute of Canada may send one non-voting observer to meetings of the Council. Such requests shall be submitted annually for approval beforehand by Council.

INDEMNITIES TO MEMBERS OF COUNCIL AND OTHERS

- 6 Every member of Council or other person who has undertaken or is about to undertake any liability on behalf of the Institute 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 by liability insurance coverage obtained by the Institute, from and against all costs, charges and expenses which such members of Council or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against them, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or about the execution of the duties of his office or in respect of any such liability.

OFFICERS AND THEIR DUTIES

- 7 The officers of the Institute shall be a president, the immediate past-president, the president-elect, the treasurer, the executive director and such other officers as the Council may from time to time by resolution determine.

Officers of the Institute other than the executive director shall receive from the Institute no remuneration except for the reimbursement of approved expenses.

7.1 President

- .1 At the close of the last meeting of the Council in any fiscal year the Council shall declare a person to be the president commencing on the first day of the next fiscal year.
- .2 The president shall hold office for one year with the proviso that the members of Council at a meeting excluding the president and including the president-elect may decide to request the current president to undertake a second one-year term.
- .3 The president-elect shall be declared the president at the end of the first or second one-year term, as the case may be, of the current president.

- .4 No person shall hold office as president of the Institute unless that person shall have served as a member of Council for a period of at least twelve (12) months.
- .5 No person shall hold office as president of the Institute unless that person shall be a member in good standing of one of the Member Societies.
- .6 In the event of the president-elect being unable to accept the office of president initially or when a vacancy in the office of president occurs a replacement shall be elected by the members of Council and shall hold office for the balance of the unexpired one-year term of the vacating president and may continue for the succeeding one-year term as per Clause 7.1.2 at the pleasure of the members. If at the time of election to the office of president in accordance with this subarticle, such person is a councillor of a Member Society, such person shall immediately cease to be such a councillor and shall be replaced by the respective Member Society in accordance with this By-Law.
- .7 The president shall represent the Institute at official functions and shall preside at all meetings of Council, and shall ex officio be a member of all committees of Council.

7.2 Immediate Past President

The immediate past president shall be an officer of the Institute until the end of the first or second one-year term of the president, as the case may be.

7.3 President-Elect

- .1 At the last meeting of the Council in any fiscal year, the Council will elect or re-affirm, as the case may be, a person to be the president-elect. The president-elect shall hold this office for one year commencing on the first day of the next fiscal year. If at the time of election to the office of president-elect, a person is a councillor of a Member Society, such person shall immediately cease to be such a councillor and shall be replaced by a member of the respective Member Society in accordance with this By-Law.
- .2 In the event of a vacancy in the office of president-elect occurring during the course of the year, a replacement shall be elected by the members of Council. Such person shall hold office for the balance of the unexpired term of the vacating president-elect as per Clause 7.3.1. If at the time of election to the office of president-elect in accordance with this subarticle, such person is a councillor of a Member Society, such person shall immediately cease to be such a councillor and shall be replaced by

a councillor appointed by the respective Member Society in accordance with this By-Law.

- .3 No person shall hold office as president-elect of the Institute unless that person shall be a member in good standing of one of the Member Societies.
- .4 The president-elect shall in the event of the absence or disability of the president, perform the duties and exercise the powers of the president and shall ex officio be a member of all committees of Council.

7.4 Treasurer

- .1 At the last meeting of the Council in any fiscal year the Council shall appoint a person to hold office as treasurer. That person shall assume the office on the first day of the next fiscal year and hold the office for two years. The person shall be eligible for re-appointment for not more than one two-year term. If at the time of appointment to the office of treasurer, a person is a councillor of a Member Society, such person shall immediately cease to be such a councillor and shall be replaced by a member appointed by the respective Member Society in accordance with this By-Law.
- .2 No person shall hold office as treasurer of the Institute unless that person shall be a member in good standing of one of the Member Societies.
- .3 In the event of a vacancy in the office of treasurer occurring during the course of a term, a replacement shall be appointed by the members of Council. Such person shall hold office for the balance of the fiscal year and be eligible for re-appointment to not more than two, two-year terms. If at the time of appointment to the office of treasurer in accordance with this subarticle, such person is a councillor of a Member Society, such person shall immediately cease to be such a councillor and shall be replaced by the respective Member Society in accordance with this By-Law.
- .4 The treasurer shall have general charge of the finances of the Institute and shall perform such other duties as may be assigned by Council.

7.5 Executive Director

- .1 Council shall appoint an executive director who shall hold office under a written contract which has been approved by Council or by a committee so designated by Council.

- .2 The executive director shall be the chief operating officer of the Institute, and shall be responsible to Council for executing its policies and for the operation of the Institute in accordance with approved budgets.
- .3 The executive director shall also have the duties of Secretary of the Institute. He or she shall, inter alia, have the care and custody of the corporate seal, of the minute books of the Institute and of the books and records referred to in the Canada Corporations Act (unless some other officer or agent has been appointed for that purpose).

COUNCILLORS

- 8 Each Member Society shall appoint one Councillor, normally the president or immediate past-president of the Member Society, to act as its voting member of the Council, and an alternate councillor, normally a past-president or vice-president of the Member Society.
 - 8.1 Any Member Society at any time may appoint a person to act as its councillor in replacement of the councillor last appointed by such Member Society and upon notice of such replacement being given to the executive director of the Institute such councillor last appointed shall thereupon cease to hold office and the person appointed as a replacement shall assume office as the councillor.
 - 8.2 In the event that a person who has been appointed as a councillor of a Member Society is unable to act at any meeting or meetings of the Council, the alternate councillor may attend with full voting rights.
 - 8.3 No person shall be a councillor of the Institute unless that person shall be a member in good standing of the Member Society making the appointment.

BANK ACCOUNTS, CHEQUES, DRAFTS AND NOTES

- 9 The Institute's bank accounts shall be kept in such chartered bank, trust company or other firm or corporation carrying on a banking business as Council may by resolution from time to time determine. Cheques on the bank accounts, drafts drawn or accepted by the Institute, promissory notes given by it, acceptances, bills of exchange, orders of payment of moneys and other instruments of a like nature may be made, signed, drawn, accepted or endorsed, as the case may be, by such officer or officers, person or persons as Council may by resolution from time to time name for that purpose. Cheques, promissory notes, bills of exchange, orders for the payment of money and other negotiable paper may be endorsed for deposit to the credit of the Institute's bank account by the president and the executive director or by such officer or officers, person or persons, as Council may by resolution from

time to time name for that purpose, or they may be endorsed for such deposit by means of a stamp bearing the Institute's name.

EXECUTION OF INSTRUMENTS

- 10 Council shall have power from time to time by resolution to appoint any officer or officers or any person or persons on behalf of Council either to sign instruments in writing generally or to sign specific instruments in writing. The corporate seal may, when required, be affixed to any instruments in writing. The term "instruments in writing" as used herein shall, without limiting the generality thereof, include contract documents deeds, mortgages, hypothecs, leases, charges, conveyances, transfers and assignments of property (real or personal, immovable or movable), agreements, tenders, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignment of shares, stocks, bonds, debentures or other securities and all paper writings.

INVESTMENTS

- 11 Council shall have power from time to time by resolution to sell, assign, transfer, exchange, convert or convey any and all shares, stocks, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Institute and to sign and execute all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, stocks, bonds, debentures, rights, warrants or other securities.

11.1 Council shall have power from time to time by resolution to invest the moneys of the Institute not immediately required for the purposes of the Institute in such manner as it shall see fit.

CUSTODY OF SECURITIES

- 12 Council may from time to time by resolution provide for the deposit and custody of securities of the Institute. All share certificates, bonds, debenture stock, certificates, notes or other obligations or securities belonging to the Institute, may be issued or held in the name of a nominee or nominees of the Institute (and if issued or held in the name of more than one nominee shall be held in the names of the nominees jointly with right of survivorship) and shall be endorsed in blank with endorsement guaranteed in order to enable transfers to be completed and registration to be effected.

COMMITTEES

- 13 In addition to the following standing committees, Council may appoint other committees from time to time:
- Executive Committee
 - Nominating Committee
 - Honours, Awards, and Fellowships Committee
 - Technical Professional Development Committee
 - History and Archives Committee
- 13.1 The chairs of these committees shall be determined by Council.
- 13.2 Council may adopt rules of policy and procedure to govern committees, and in particular, the nomination, responsibilities and meetings of such committees, except the executive committee.
- 13.3 Members of committees shall receive no remuneration from the Institute for their services as such.
- 13.4 The Nominating Committee shall be composed of the councillors on Council who shall set the rules of policy and procedures to be followed.
- 13.5 The Executive Committee shall exercise such powers as are authorized by Council.
- .1 The Executive Committee shall be composed of the president as chair, the president-elect, the immediate past-president, the treasurer, and the executive director (non voting), and one councillor selected by the Nominating Committee.
 - .2 Executive committee members are entitled to reasonable expenses incurred in the exercise of their duty.
 - .3 Meetings of the executive committee shall be held at any time and place to be determined by the members of such committee provided that forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each member of such committee. Notice by mail shall be sent at least fourteen (14) days prior to the meeting.
 - .4 Four (4) members of the executive shall constitute a quorum.
 - .5 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.

REVENUE

- 14 Each Member Society shall have an obligation to share the financial responsibility for the cost of maintaining the Institute by paying an annual fee to the Institute in a manner determined by written agreement. The annual fees are payable on or before March 31, unless other arrangements are made beforehand.
 - 14.1 The annual fee paid to the Institute by each Member Society shall be based on the number of paid up members at the previous year end of the Member Society excluding students, members who graduated within the previous two (2) years, and retired/life members.
 - 14.2 The annual fee per member to be paid to the Institute by each Member Society shall be established by Council at least ten (10) months before the end of a fiscal year of the Institute. Each Member Society shall be informed by the executive director of the fee per member for the next fiscal year at least nine (9) months before the beginning of the next fiscal year of the Institute.
 - 14.3 Notwithstanding Clause 14.1 the Council of the Institute may approve a minimum and maximum total fee for Member Societies.
 - 14.4 Increases from one year to the next in the fee per member of a Member Society, or in the minimum and maximum total fees for a Member Society, shall be approved by two-thirds (2/3) of the voting members of Council as defined in Clause 5.2.
 - 14.5 The authority and responsibility to collect individual membership dues rests with the Member Societies.

EXPENSES

- 15 The Institute shall incur and shall be responsible for only those expenditures authorized by Council.

BUDGET

- 16 The budget of the Institute for the next fiscal year shall be approved by Council at its final meeting in the previous fiscal year. In approving the budget, Council shall be responsible for ensuring that the Institute complies with all the legal requirements of its Charter.

If a budget is not approved by year end, the budget for the year just completed shall continue in force quarter by quarter until a new budget is approved.

ASSETS

17 The assets belong to the Institute and thus to the Member Societies. If there is a dissolution of the Institute, the assets shall be divided amongst the Member Societies in proportion to their fees paid to the Institute in the last complete fiscal year.

17.1 Member Societies which cease to belong to the Institute in accordance with Clauses 3.1.3 and 3.1.4 shall not be entitled to any part of the assets of the Institute.

FISCAL YEAR

18 Unless otherwise ordered by Council, the fiscal year of the Institute shall end on the last day of December in each year.

AMENDMENT OF BY-LAWS

19 The By-Laws of the Institute not embodied in its Letters Patent may be repealed or amended by By-Laws enacted by an affirmative vote of at least two-thirds (2/3) of the members of Council at a meeting duly called for the purpose of considering the said By-Laws, provided that the repeal or amendment of such By-Laws shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained. Such amendments shall use gender neutral language.

AUDITORS

20 Council shall for each fiscal year appoint an auditor to audit the accounts of the Institute and report to Council at the first or second meeting in the next fiscal year. Council may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by Council.

CERTIFICATION OF DOCUMENTS

21 A copy of any document issued by the Institute may be certified by the executive director under the seal of the Institute as being a true copy of the original document for all purposes.

BOOKS AND RECORDS

- 22 The officers of the Institute shall see that all necessary books and records of the Institute required by these By-Laws or by any applicable statute or law are regularly and properly kept.

RULES OF POLICY AND PROCEDURES

- 23 Council may adopt such rules of policy and procedure as it may deem necessary in order to implement and carry out the authority conferred on it under these By-Laws.

INTERPRETATION

- 24 Nothing in these By-Laws shall be deemed to encroach upon the rights and privileges conferred by and/or granted to or which may hereafter be conferred by and/or granted to any Society representing a group of engineers and/or members of allied professions under the laws of any province or territory of Canada.

- 24.1 In this By-Law and in all other By-Laws of the Institute hereafter passed unless the context otherwise requires, words importing the singular number shall include the plural number as the case may be, and vice versa, and references to persons shall include firms and corporations. The words "their" and "them" are used in both singular and plural contexts.

ENGLISH & FRENCH LANGUAGE TEXT OF THE BY-LAWS

- 25 In the event of any inconsistency between the English language text of any By-Law of the Institute and the French language text of such By-Law, the English language text shall govern.

13 June 1999