

**THE CANADIAN SOCIETY FOR SENIOR ENGINEERS
A MEMBER SOCIETY
OF THE
ENGINEERING INSTITUTE OF CANADA**

Revised April / May 2004, January 2007 and March 2007

Preamble:

The Canadian Society for Senior Engineers, La Société canadienne des ingénieurs aînés, formerly **The Life Members Organization (LMO)**, which was a Committee of the Council of the Engineering Institute of Canada, was constituted a **Member Society of the Engineering Institute of Canada** by resolution of the Council on September 22nd, 2002. The Council meeting was chaired by President K. W. Putt who was acting on a request by L.A. Bateman Chair of the LMO. The resolution follows:

It was moved by Guy Gosselin, seconded by Mohamed El-Hawary: That the LMO's application for membership as a Member Society be accepted. **Carried**

The Life Members Organization was constituted by resolution of Council on May 28, 1967 and May 28, 1971. Copies of these resolutions establishing the Life Members Organization are appended to these By-laws.

Since the above noted resolutions were passed, the Engineering Institute of Canada has undergone significant change. It has become an Organization of Member Societies. Many of these member societies maintain their own Life Member lists and collect money in lieu of the Member Society annual membership fee, or some portion thereof to help finance the work of the Society.

Objectives of the Canadian Society for Senior Engineers

The objectives may be stated without limitations and in general as follows:

- a) Assistance, including financial support, in the broad field of engineering awareness and education for youth preparatory to and/or enrolled in University in Engineering, at the undergraduate level.
- b) Communications by Newsletters or electronic means to members of the engineering fraternity who want to keep in touch with their contemporaries by meetings, including luncheons and such other functions as deemed appropriate
- c) Maintaining an alliance for retired Engineers to permit gatherings and fellowships to continue in their retirement

BY-LAWS

ARTICLE I – MEMBERSHIP

1.1 General

There shall be **no restriction for membership** in the **CANADIAN SOCIETY for SENIOR ENGINEERS** to an Engineer who has practiced in Canada and has been a member of one of the Learned Societies, or Professional Associations and is approaching retirement from full-time employment, or is semi-retired. An annual fee, the amount to be determined by the Board from time to time, shall be charged for administration costs of the **CSSE**; in addition members are also requested to make a donation for which a recognized charitable donation receipt will be issued.

1.2 Application

All applications for membership in the **CANADIAN SOCIETY for SENIOR ENGINEERS** shall be submitted on the approved form submitted to the Secretary, or the designated management organization as applicable at the time of application.

1.3 Referrals

Each Member Society of the EIC is invited to make its list of retired or life members available to the **CANADIAN SOCIETY FOR SENIOR ENGINEERS (CSSE)** insofar as compatible with applicable confidentiality legislation. The CSSE will then consider such members as belonging also to the CSSE, and their names shall be added to the database to enable them to receive such publications as are produced for and by the **CSSE**. The objective is to keep senior engineers informed while keeping their personal information private.

ARTICLE 2 – DIRECTORS

2.1 Constitution of the Board

The **CSSE** shall be governed by a Board of Directors (The Board), consisting of not less than nine (9) directors, one of whom shall be the immediate Past-President. Directors shall serve a minimum of three years, unless determined otherwise by the Board.

2.2 Election of Directors

At each Annual Meeting, held between April 1st and June 30th, the members shall elect Directors to fill the vacancies on the Board created by those Directors whose terms of office have expired, or of those Directors who have resigned.

A retiring Director shall be eligible for re-election and the immediate Past-President shall be a Director without election. The term of office for the Treasurer shall coincide with the calendar year.

2.3 Term of Office

The term of office for Director shall be three (3) consecutive years. Additional terms may be served if the Director is active and serves the interests of the **CSSE**.

2.4 Attendance and Participation of a Director

A Director, who for a valid reason is unable to attend the Board, or Annual Meeting, may delegate his voting authority to another member of the Board, who will be present at the said meeting. This will ensure that a quorum is available for all Board meetings. The Secretary will arrange for these proxies.

If a Director is consistently absent from Board meetings or with little or no participation in the affairs of the Organization, the Board may, after due consideration, declare the position vacant and fill such a position by an appointee to the Board, preferably for the area represented by such Director.

ARTICLE 3 – PROCEEDINGS OF DIRECTORS

3.1 Powers of Directors

The Directors shall provide the general management of the affairs and business of the Organization and shall transact all such business in accordance with the By-Laws and any resolution of the members passed at a duly constituted meeting.

3.2 Meetings

No fewer than two (2) Board meetings shall be held each year, at least four (4) months apart, each from the other.

3.3 Notice

Notice of the time and place for all Board meetings shall be in writing, and shall be mailed, delivered or Faxed or E-mailed to all Directors at least thirty (30) days before the date for holding of the meeting.

3.4 Quorum

(a) For regular Board meetings, four (4) Directors present in person or by phone, or by proxy, as arranged for in Section 2.4 shall constitute a quorum for the purpose of the holding a meeting of the Board.

(b) For other business, three Directors present in person or by phone shall constitute a quorum

3.5 Resolution of Directors

A resolution shall be passed by a majority of the Directors present in person, or by proxy, in voting at a duly constituted meeting.

3.6 Resolution in Writing

A resolution in writing, signed by all the Directors, shall have the same force and effect as a resolution passed at a meeting of the Board.

3.7 Waiver of Notice

Notwithstanding the provisions of Section 3.3, Directors may waive notice of a Board meeting, or consent to less than thirty (30) days' notice, or no notice, providing all Directors so waive or consent.

3.8 Rules of Order

If any dispute shall arise at any meeting on a matter of procedure, it shall be settled in accordance with Roberts' Rules of Order.

ARTICLE 4 - COMMITTEES

4.1 Establishment of Committees

The Board may establish committees; in many cases this may be a single member with power to add, to make recommendations on any specific problem or projects within the objectives of the Organization.

4.2 Format of Committees

Each committee shall include Directors and members, in such numbers and combinations as deemed necessary by the Board.

4.3 Duration of Committees

Committees shall be appointed for such period as the Board may, from time to time determine, but each committee shall terminate at the next Annual General Meeting, unless reappointed or continued by resolution of the Board.

ARTICLE 5 - OFFICERS

5.1 President

The President shall preside at all general meetings of the Organization and at all Board meetings.

5.2 President-elect

There shall be a President-elect, who will succeed into the position of President at the expiry of the President's term of office. The President-elect shall perform the duties of the President in his absence or during any period in which he is unable to act.

5.3 Vice-President

There shall be two Vice-Presidents either of whom shall perform the duties of the President or the President-elect in their absence or during any period in which they are unable to act. The Vice Presidents shall represent the President at regional functions of other engineering organizations where CSSE representation is required.

5.4 Secretary

It shall be the responsibility of the Secretary to maintain a register of members, to call meetings of the Board and of the members on the instructions of the President, and to carry out such other duties as may be assigned to the Secretary from time to time by the Board. Any or all of the above detailed administrative functions may be carried out by a designated management organization under contract with CSSE. The Secretary shall oversee the administrative work of the management organization and shall make reports to the Board as required. The Secretary shall record the Minutes of all meetings and sub-committees of the Board.

5.5 Treasurer

It shall be the duty of the Treasurer to maintain a record of the accounts, to monitor the expenditures of the Organization in compliance with the directives

and the policy of the Board, and to consult with the President as to the appropriateness of expenditures. The Treasurer shall issue receipts for all donations to the **CSSE** for cash or services in kind. The Treasurer shall also produce Annual Statements at the end of December each year, and interim statements for other meetings of the Board. Any or all of the above detailed administrative and accounting functions may be carried out by a designated management organization under contract with **CSSE**. The Treasurer shall oversee the accounting work of the management organization and shall make reports to the Board as required.

5.6 Secretary/Treasurer

A combined position of Secretary/Treasurer may be established at the direction of the Board, specifically under the condition whereby any or all of the detailed administrative and accounting functions are carried out by a designated management organization under contract with **CSSE**. The Secretary/Treasurer shall oversee the administrative and accounting work of the management organization and shall make reports to the Board as required. The Secretary/Treasurer shall record the Minutes of all meetings and sub-committees of the Board.

5.7 Local Representative

The Board may establish or authorize a non-Director position and appoint a person as **CSSE Board Representative**-(City designation inserted) to represent **CSSE** in a locale of interest or operational necessity. This person could possibly, but not necessarily be an Ex-Director, and assist the Regional Director as required in activities and representation at engineering profession related events.

ARTICLE 6- GENERAL MEETINGS

6.1 Annual General Meetings

The Annual General Meeting of the Organization shall be between April 1st and June 30th of each year on a date to be determined by the Board.

6.2 Special Meeting

The President, as and when it is considered necessary, may call a Special Meeting of the Organization. Also, the President shall forthwith call a special meeting when requested to do so, in writing, by at least ten (10) members. The purpose for which such special meeting is required shall be stated in the notice. The business to be transacted at such meeting shall be confined to the purposes set out in the notice.

6.3 Matters at Annual General Meetings

At the Annual General Meeting, any member may bring before the meeting any subject or proposal which relates to the affairs of the Organization provided that not less than three (3) weeks before the meeting, he shall have given the Secretary notice thereof in writing.

6.4 Time and Place of meetings

Notice of the time and place of any general meeting shall be in writing and emailed or mailed, or delivered, to all members at least three (3) weeks before the designated date. The Notice shall include the name of all nominees for the position of Director, whether put forward by the Nominating Committee or by way of solicitation pursuant to Section 7.3 The notice shall list the subjects or proposals of which any member has given notice to the Secretary as provided for in Section 3.3.

6.5 Quorum for General Meeting

Eight (8) members in good standing under these By-laws present in person or by proxy shall constitute a quorum at any general or special meeting of the Organization.

6.6 Votes

Each member shall be entitled to vote in person or by proxy, upon any resolution or question put to a Special or General Annual Meeting.

6.7 Method of Voting

In cases other than the election of the Directors, voting shall be by a show of hands, unless secret ballot is demanded by at least three (3) members. Such ballot must be demanded before the show of hands. The provision for vote by Proxy as outlined in section 2.4 shall be valid.

6.8 Rules of Procedure

If any dispute shall arise at any meeting on a matter of procedure, it shall be settled in accordance with Roberts' Rules of Order.

6.9 Casting Vote

The Chairman shall be entitled to vote only in the event of an equal division of votes, in which case he shall have a casting vote.

6.10 Election of Chairman

In the absence of the President, the President-elect and both Vice-Presidents, the members present at a Special or Annual General Meeting may elect one of the attending Board Members to act as Chairman of that meeting.

ARTICLE 7 – NOMINATIONS AND ELECTIONS

7.1 Nominating Committee

The immediate Past-President shall be Chairman of the Nominating Committee with power to add to the committee up to a total of three (3) members inclusive of the Chairman. In the event that the Immediate Past-President is not available, the Board shall appoint a member to chair the Nominating Committee.

7.2 Duties of the Nominating Committee

The Chairman of the Nominating Committee shall prepare a list of candidates to fill such vacancies as may occur within the Board, and such list of candidates is to be presented at the time of the Annual General Meeting. He shall if possible prepare the list of nominees for inclusion in the Newsletter published prior to the Annual Meeting.

7.3 Additional Nominations

Additional nominations may be received at the time of the Annual General Meeting, should there be any unfilled vacancies. All candidates shall be members of the CSSE.

7.4 Elections

A list of candidates filling all vacancies of the Board as presented by the Chairman of the Nominating Committee shall be deemed to be elected as the Board of Directors. An election will be held at the time of the Annual General Meeting by those present should there be two or more candidates presented for the same position within the Board. The candidate receiving the largest number of votes from those members present for the positions to be filled, shall be elected.

7.5 Officers

The officers shall be elected by the Board from among the Directors. The President-elect shall be the President designate. The Term of the President shall be from one to three years. The other Officers to be elected shall be the Secretary and the Treasurer or the Secretary/Treasurer. Vacancies in the positions of the officers may be appointed from within the Board of Directors from those not

already holding office. Since the Fiscal year coincides with the Calendar year, the Treasurer, or the Secretary/Treasurer will be elected and take office at the start of the next fiscal year.

7.6 Honorary Memberships and Fellowships

The board may appoint Honorary Members and Fellows in recognition for work done for the Profession. Fellows shall be presented with a certificate. The format and wording of the certificate was approved at the meeting of the Board held in Halifax on May 15th 2004

ARTICLE 8 – DUES AND ASSESSMENTS

8.1 Dues

The Directors may, on an annual basis, levy dues and special assessments against the members.

8.2 Notice of Dues

The Secretary or the Secretary/Treasurer or the designated management organization under contract with **CSSE** shall notify the members forthwith upon the setting of dues or assessments by the Board as aforesaid and payment shall be within such time as determined by a resolution of the Board.

ARTICLE 9 – AMENDMENT TO BY-LAWS

9.1 Amendments to By-laws

These By-laws may be altered, added to, or rescinded by a resolution passed by not less than three-fourths of the members present - in person at an Annual General Meeting or a Special Meeting called for that purpose. The notice shall give at least thirty (30) days' notice of the Annual General Meeting or Special Meeting and shall set out the import, but need not contain the exact wording of the Special Resolution to be proposed.

ARTICLE 10 - AUDITING

10.1 Statements

An Audit Committee appointed for that purpose, by motion, at a previous Annual General Meeting, shall audit the books, accounts, and records of the Treasurer at least once each year. This committee at the Annual General Meeting shall submit

a complete and proper statement of the standing of the books for the previous fiscal year.

10.2 Fiscal Year

December 31st in each year shall be the end of the fiscal year of the Organization.

ARTICLE 11 – CUSTODY AND USE OF THE SEAL

11.1 Seal

The seal of the Organization shall be in custody of the Secretary or Secretary/Treasurer or such other person as may be designated by the Directors, and all papers or documents required to be sealed on behalf of the Organization shall be sealed in the presence of the President and the Secretary or the Secretary/Treasurer or of such persons as may be designated by resolution of the Board.

ARTICLE 12 – FINANCIAL POWERS OF THE BOARD

12.1 General Borrowing

For the purpose of carrying out its objectives, the Organization may, from time to time

- a. Borrow money upon the credit of the Organization in such amounts and on such terms as may be deemed expedient, by obtaining loans or advances, or by way of overdraft or otherwise;
- b. Issue or re-issue debt obligations of the Organization;
- c. Pledge or sell such debt obligations for such sums and at such prices as may be deemed expedient;
- d. Mortgage, hypothecate, lease or otherwise create a security interest in all or any property, real and personal, immovable and moveable, undertaking and rights of the Organization, owned or subsequently acquired, to secure any debt obligations of the Organization present or future; or any money borrowed or to be borrowed or any other debt or liability of the Organization present or future;
- e. Delegate to such officer(s), Director(s), or Committee of Directors of the Organization as the Board may designate, all or any of the foregoing powers to such extent and in such manner as the Board may determine.

ARTICLE 13 – MINUTES, BOOKS AND RECORDS

13.1 Preparation and Custody of Minutes

The Secretary/Treasurer or such other person, who may be appointed Secretary of a meeting, shall take Minutes of the proceedings of each special or annual meeting of the Organization, each meeting of the Board, and all meetings of Committees of the Board. Any or all of the above detailed administrative and accounting functions may be carried out by a designated management organization under contract with **CSSE**. The Secretary or Secretary/Treasurer shall ensure acquisition and maintenance of such Minutes.

13.2 Inspection of the Books and Records

Minutes, books, and records of the Organization shall be available for inspection by members at all reasonable times during ordinary business hours at the address of the Organization.

ARTICLE 14 - INTERPRETATION

14.1 Gender

In the preparation of these By-laws, it is the intent that they be gender-neutral and, 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.

14.2 Society Name

Whenever the name **Canadian Society of Senior Engineers** or its abbreviation **CSSE** is used it shall also mean its French language translation **La Société canadienne des ingénieurs aînés (SCIA)** or vice versa, or the full combination of the two, fully spelled out, or as the joint abbreviations (**CSSE – SCIA**).

NOTES

The following notes were recorded at the Executive Committee Meeting of October 14, 1995 in Montreal.

Quorums at Board of Directors Meeting and Annual General Meeting:

- It was agreed that a quorum of five (5) should be attainable for a Board of Directors Meeting.

- For the Annual General Meeting, it is considered desirable to obtain a quorum of ten (10), however, a meeting could be valid if a minimum quorum of eight (8) was obtained.

Resolutions of previous Boards

Disbursements of Funds

- At a meeting in Ottawa on October 26, 1996. It was moved by R.L. Grassby, seconded by G. Scott that in the instance of dissolution, any remaining funds would, by the original resolutions of the organization, be disbursed to charitable organizations, namely Canadian Cancer Fund, Heart & Stroke Fund, Canadian Diabetics Fund and the Alzheimer Fund. **Carried**
- At the meeting by teleconference of October 27, 2006 it was moved by Pieter Van Vliet, seconded by Gordon Lindsay that the balance of the CSSE charitable donation obligations required by the CRA for 2006, net of the above motions herein approved be transferred to the EIC Foundation prior to the Canadian Revenue Agency (CRA) due date, unless further CSSE Board-approved charitable donations are confirmed between now and then. **Carried.**

The intent of this latter motion overrides the intent of the previous motion; its intended purpose is that any donations in excess of CSSE-specified charitable donations be directed to the EIC Foundation for EIC charitable activities in line with and compatible with **CSSE Objectives**.

Office of Secretary and Treasurer:

- It was agreed that, while the position of each office is defined, one person could hold the two positions.

Revised March 31, 2007