

ENGINEERS CANADA BYLAW

A Bylaw relating generally to the business and affairs of ENGINEERS CANADA

BE IT ENACTED as a Bylaw of Engineers Canada as follows:

1 INTERPRETATION

1.1 Definitions

All terms contained herein and which are defined in the Act or the Regulations shall have the meanings given to such terms in the Act or Regulations.

"Act" means the *Canada Not-For-Profit Corporations Act*, S.C. 2009, c.23, including Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time.

"Advisor" means a person appointed by Board policy to make recommendations and/or provide key information to the Board.

"Board" means the Board of Engineers Canada comprised of Directors and Advisors.

"Board members" means the Directors and Advisors elected or appointed in accordance with this Bylaw.

"Chief Executive Officers Group" means the group comprised of the chief staff officer of each of the Members.

"Major Capital Project" means a capital project with a value of more than 10% of the annual operating budget.

"Member" means a Member as further defined in Article 2.

"Per Capita Assessment" means the annual amount to be paid by each Member as determined by its number of Registrants, as further defined in Article 7.

"Registrant" means an individual registered with a Member at December 31, with the exception of applicants, students, and those registered solely as a geoscientist or geoscientist in training.

"Secretary" is an office held by the Chief Executive Officer of Engineers Canada or such other person appointed by the Board.

"Special National Initiative" means any project or program which would require a special assessment of Members or an increase in Per Capita Assessment and any major capital project.

"Standards" means accreditation criteria.

"Strategic Plan" means the plan to achieve Engineers Canada's envisioned future.

"2/3-60% Majority" means a resolution passed by a minimum of two-thirds of the Members voting, who represent a minimum of sixty percent of represented Registrants.

1.2 Interpretation

In the interpretation of this Bylaw, words in the singular include the plural and *vice-versa*, words in one gender include both genders.

1.3 Language

Equal recognition shall be given to Canada's two official languages in the operation of Engineers Canada. In the event of any inconsistency between the English language text of a Bylaw or other document and the French language text of such Bylaw or other document, the English language text shall govern.

2 MEMBERSHIP

2.1 Membership

Each of the following shall be a Member until such time as its status as a Member is withdrawn or terminated as provided herein, namely:

- (a) Association of Professional Engineers and Geoscientists of Alberta (APEGA);
- (b) Association of Professional Engineers and Geoscientists of New Brunswick (APEGNB);
- (c) Association of Professional Engineers and Geoscientists of Saskatchewan (APEGS);
- (d) Association of Professional Engineers and Geoscientists of the Province of Manitoba (Engineers Geoscientists Manitoba);
- (e) Association of Professional Engineers of Nova Scotia (Engineers Nova Scotia);
- (f) Association of Professional Engineers of Ontario (PEO)
- (g) Association of Professional Engineers of Yukon (Engineers Yukon);
- (h) Northwest Territories Association of Professional Engineers and Geoscientists (NAPEG);
- (i) Ordre des ingénieurs du Québec (OIQ);
- (j) The Association of Professional Engineers and Geoscientists of Newfoundland and Labrador (PEGNL);
- (k) The Association of Professional Engineers and Geoscientists of the Province of British Columbia (Engineers and Geoscientists British Columbia);
- (l) The Association of Professional Engineers of the Province of Prince Edward Island (Engineers PEI); and
- (m) Other provincial or territorial entities established for the purpose of regulating the practice of engineering in any province or territory of Canada as may be approved by a 2/3-60% majority resolution of the Members.

2.2 Resignation of Membership

A Member may resign from membership by notice in writing to the Secretary not less than twelve (12) months prior to the next following Annual Meeting of Members.

2.3 Termination of Membership

- (1) Membership may be terminated if, at a special meeting of the Members called for such purpose, a resolution is passed terminating such membership, provided that the Member shall be granted the opportunity to be heard at such meeting.
- (2) Notwithstanding a resignation or termination of membership, a Member shall remain liable for payment of outstanding and due Per Capita Assessment up to and including the effective date of the resignation or termination.

3 MEETINGS OF THE MEMBERS

3.1 Notice of Meeting of Members

- (1) Notice of the time and place of a Meeting of Members shall be given to each Member entitled to vote at the meeting and to each Director and the public accountant, if applicable, by telephonic, electronic, or other communication facility during a period of 21 to 35 days before the day on which the meeting is to be held. If a Member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier, or personal delivery.
- (2) A special resolution of the Members is required to make any amendment to this Bylaw to change the manner of giving notice to Members entitled to vote at a Meeting of Members.

3.2 General and Special Meetings

Other meetings of the Members, whether special or general, may be convened at any time and place by order of the President or the President Elect or by the Board or on request by any Member.

3.3 Error or Omission in Notice

The non-receipt of any notice by any Member or Members shall not invalidate any resolution passed or any proceedings taken at any meeting of Members.

3.4 Votes to Govern at Members' Meetings

Each Member present at a meeting shall have the right to exercise one vote. This vote shall be exercised by the current Chair/President of a Member.

- (1) A Member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of Members, in the manner and to the extent authorized by the proxy.
- (2) All questions arising at a meeting of the Members shall require a resolution passed by at least a 2/3-60% Majority.
- (3) The Chair of any meeting of Members shall not have the right to vote thereat and, in case of an equality of votes the Chair of the meeting shall have no casting vote and such motion before the Members shall be deemed to be defeated.

3.5 Quorum

- (1) A quorum at any meeting of the Members shall be at least two-thirds of the total number of Members, representing at least sixty percent of the total number of Registrants.
- (2) If a quorum is present at the opening of any meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

3.6 Electronic Voting

Meetings of Members may be held entirely by means of a telephonic, electronic or other communication facility.

3.7 Chair

Meetings of the Members shall be chaired by the President of Engineers Canada or a person chosen by the Members.

4 DIRECTORS AND ADVISORS

4.1 Nomination of Directors

- (1) Each Member shall deliver a list of nominees, who are engineers in good standing, to the Secretary for consideration at the Annual Meeting of Members.
- (2) Only individuals nominated in accordance with this nominations policy are eligible to be a Director.

4.2 Composition and Election of Directors

- (a) The number of Directors shall not exceed twenty three (23).
- (b) Directors shall be elected on the basis of nominations received as follows:
 - Four (4) from the Association of Professional Engineers and Geoscientists of Alberta (APEGA);
 - One (1) from the Association of Professional Engineers and Geoscientists of New Brunswick (APEGNB);
 - One (1) from the Association of Professional Engineers and Geoscientists of Saskatchewan (APEGS);
 - One (1) from the Association of Professional Engineers and Geoscientists of the Province of Manitoba (Engineers Geoscientists Manitoba);
 - One (1) from the Association of Professional Engineers of Nova Scotia (Engineers Nova Scotia);
 - Five (5) from the Association of Professional Engineers of Ontario (PEO);

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One (1) from the Association of Professional Engineers of Yukon (Engineers Yukon);
One (1) from the Northwest Territories Association of Professional Engineers and Geoscientists (NAPEG);
Four (4) from l'Ordre des ingénieurs du Québec (OIQ);
One (1) from the Association of Professional Engineers and Geoscientists of Newfoundland and Labrador (PEGNL);
Two (2) from the Association of Professional Engineers and Geoscientists of British Columbia (Engineers and Geoscientists British Columbia);
One (1) from the Association of Professional Engineers of the Province of Prince Edward Island (Engineers PEI).

4.3 **Advisors**

- (1) The Board may establish policy to appoint persons as Advisors.
- (2) Advisors shall, upon invitation by the Board, be entitled to attend and participate in discussions at meetings of the Board, in whole or in part (as determined by the Board), but shall not have the right to vote thereat.
- (3) Advisors may perform such other duties as shall from time to time be requested by the Board.

4.4 **Remuneration and Expenses**

- (1) Board members shall serve without remuneration.
- (2) Board members shall not receive any financial gain by virtue of serving as a Board member.
- (3) Board members may be reimbursed for reasonable expenses incurred in the performance of duties.

4.5 **Filling Vacancies**

A vacancy occurring in the Board shall be filled by the Members from a list of nominees from the Member that nominated the Director who has left the Board and the Director appointed to fill the vacancy shall hold office for the remainder of the term of the Director who left the Board.

4.6 **Term Limits**

- (1) Directors shall be elected to the Board for a term of three (3) years.
- (2) No Director may be elected to the Board for more than two (2) terms, or a lifetime maximum of six (6) years.
- (3) The foregoing term limits shall not apply to a Director who is elected or confirmed, as applicable, to hold office as President-Elect, President, or Past President prior to the expiration of their second term, in which case they may continue on the Board until they have finished serving as Past President.
- (4) The Members shall have the authority to extend a Director's term beyond those described above, in extenuating circumstances, in order to ensure effective governance.

5 **MEETINGS OF THE BOARD**

5.1 **Number of meetings**

The Board shall hold at least one meeting per fiscal year and as many additional meetings as are deemed necessary, for the purpose of transacting the business of Engineers Canada.

5.2 **Notice**

The President, the President-Elect, or any five (5) Directors may at any time convene a meeting of the Board.

5.3 Open meetings

- (1) Except as provided for in this section, all meetings shall be open to the Members, Advisors, and invited observers.
- (2) A meeting or part of a meeting may be closed to the Members, Advisors, or invited observers by the Chair of the meeting at his or her discretion if the subject matter being considered concerns:
 - (a) the security of Engineers Canada;
 - (b) personal matters about an identifiable individual;
 - (c) the proposed or pending acquisition of assets by Engineers Canada;
 - (d) litigation or potential litigation;
 - (e) the receiving of advice that is subject to solicitor-client privilege, including communications necessary for that purpose; and
 - (f) any other matter which the Board determines.

5.4 Quorum

- (1) At any meeting of the Board, a majority of the total number of Directors shall constitute a quorum. Provided a quorum is present at the beginning of a meeting, the meeting may continue or adjourn even though Directors leaving reduce the number to less than a quorum.
- (2) Directors who have declared a conflict of interest on a particular question shall be counted in determining a quorum. Notwithstanding any vacancy among the Directors, a quorum of the Board may exercise all the powers of the Board.

5.5 Voting

- (1) Each Director shall have one vote at meetings of the Board.
- (2) Any question arising at a meeting of the Board shall be decided in accordance with *Robert's Rules of Order*, unless otherwise provided in this Bylaw.

5.6 Absentee Directors

If a Director is absent from a meeting of the Board, the Member that nominated that Director may send an observer. Such observer may participate in discussions.

5.7 Approvals Requiring Two-thirds Majority

A Board resolution passed by a majority of not less than two-thirds of the votes cast on that resolution is required to make a decision in respect of the following matters:

- (a) Board Recommendations required in section 5.8;
- (b) Approval of the Budget or any amendments thereto;
- (c) Adoption, amendment, or repeal of any Board policies or procedures;
- (d) Adoption, amendment, or repeal of Standards; and
- (e) Board decisions in respect of any litigious or potentially litigious matters that may endanger the organization's public image, credibility, or its ability to fulfill the purposes.

5.8 Board Recommendations

The Board shall submit recommendations to the Members on the following matters, by a vote passed by a majority of not less than two-thirds of the votes cast, provided that no decision in respect thereof shall have any force or effect until approved by the Members in accordance with section 3.4 of this Bylaw:

- (a) Approval of the Strategic Plan;
- (b) The amount of the Per Capita Assessment;
- (c) Approval of Special National Initiatives; and

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- (d) Amendment or repeal of the Articles of Continuance (which includes changes to Engineers Canada's name and purposes) or Bylaw.

5.9 Minutes of Meetings

The minutes of all meetings of the Board shall be sent to all Board members and to all Members.

6 OFFICERS

- 6.1 The officers shall be the President, the President-Elect, the Past President, the Chief Executive Officer, the Secretary and such other officers as the Board may from time to time by resolution determine.
- 6.2 Any officer may be removed at any time by a two-thirds majority resolution of the Board.

7 PER CAPITA ASSESSMENT

- 7.1 Prior to January 31st of each year, each Member shall report the number of Registrants in its association.
- 7.2 No later than January 1st of each year, the Board shall recommend to the Members the amount of the Per Capita Assessment that will be in effect on the second following January 1st. The Members will consider the recommendation and finalize the amount of the Per Capita Assessment no later than July 1st of each year with the decision by the Members to take effect on the second following January 1st (18 months notice).
- 7.3 Each Member shall pay to Engineers Canada the Member-approved Per Capita Assessment per Registrant within two months of receipt of invoice for same or pursuant to payment schedule reflective of the Member's registrant payment schedule.
- 7.4 In the event that the Members are unable to finalize the amount of the Per Capita Assessment by July 1st, the Per Capita Assessment last determined by the Members shall remain in effect.

8 AUDITOR

- 8.1 The Members shall appoint a chartered professional accountant (CPA) licensed to practise public accounting in Ontario as auditor of Engineers Canada annually.
- 8.2 The auditor shall audit the accounts of Engineers Canada after the close of the fiscal year and make a report thereon, and on the financial statements of Engineers Canada, to the Members at the Annual Meeting of Members.

9 FISCAL YEAR

- 9.1 The financial year of Engineers Canada shall be the calendar year.

10 RULES OF ORDER

- 10.1 In all cases for which no specific provision is prescribed by law or made in the Bylaw, the rules and practice of the latest edition of *Robert's Rules of Order* shall govern as far as applicable, provided that no action shall be invalid by reason only of a failure to adhere to such rules.

11 AMENDMENT OF BYLAW

- 11.1 A proposal for the amendment or repeal of the Bylaw may be put forward by a Member.