

Briefing Note

Proposed By-law Changes recommended by the Board to the Members for approval

February 2017

This Item is brought to the Special Meeting of Members for approval pursuant to Section 5.8 of the By-law, which requires that the Board submit recommendations to the Members regarding amendments to the By-laws.

Background

In September 2015, the Members approved the proposed by-law changes recommended by the Board. The approved By-law is available on the Engineers Canada website [here](#).

Sections 5.7 and 5.8 of the By-law refer to Strategic Plan and Special National Initiatives however these terms are not defined.

In June 2016, the proposed definitions were circulated to the Engineers Canada Directors, Presidents and Chief Executive Officers with a request for feedback.

In September 2016, after consideration of the input received and further discussion, the Governance Committee made the following two recommendations to the Board:

1. that the proposed definitions be approved for recommendation to the Members, and
2. that a means to permit electronic voting be added the By-law to facilitate straightforward decisions (such as the approval of a new Board member) without the need to convene a special meeting of members.

In September 2016, pursuant to By-law 5.7(d), the Board approved a motion that the By-law changes be recommended to the Members for approval.

The following motion is now brought to the Members for consideration:

THAT following by-law amendments be approved:

Definitions

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

“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.

“Strategic Plan” means the plan to achieve Engineers Canada’s envisioned future.

Article 5.7 Approvals Requiring Two-thirds Majority

Repeal 5.7 (e) Adoption, amendment or repeal of Special National Initiatives

Re-number 5.7 (f) as 5.7 (e)

New by-law to permit electronic voting by Members

3.6 Electronic Voting Meetings of members may be held entirely by means of a telephonic, electronic or other communication facility.

Re-number current 3.6 as 3.7