

By-Law No. 1

A by-law relating generally to the conduct of the affairs of
**Canadian Engineering Education Association/
Association Canadienne de l'Éducation en Génie (the "Association")**

Be It Enacted as a by-law of the Corporation as follows:

Corporate Seal

1. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Association.

Head Office

2. The head office of the Association shall be situated in Winnipeg, Manitoba.

Conditions of Membership

3. Membership in the Association shall be limited to persons and organizations interested in furthering the objects of the Association and shall consist of anyone, or any organization, whose application for admission as a member has received the approval of the board of directors of the Association.

Membership classifications and rights shall include:

- **Honorary Member** - Honorary Membership may be granted by the board of directors to any person who in the unanimous opinion of the board of directors is considered worthy of such honour by reason of unusual service to the Association or outstanding work in the field of Engineering Education. Honorary members shall be elected for life and shall enjoy all privileges of the Association. They shall be eligible to hold any office, to vote on all matters submitted to the membership, and to petition the board of directors on any matter.
- **Professional Member** - Membership may be granted to any person engaged or interested in Engineering Education. They shall be eligible to hold any office, to vote on all matters submitted to the membership, and to petition the board of directors on any matter.
- **Student Member** - Student Membership may be granted to any currently registered student having an active interest in supporting the objectives of the Association. Student members are the only members that can vote for the Student Director. Student members cannot, however, hold other Board positions, vote for nominees to other Board positions, nor endorse applications for any class of membership. Student members shall enjoy all other privileges of the Association.
- **Affiliate Member** - Affiliate Membership may be granted to any Company or legally established organization having an active interest in supporting the objectives of the Association. This includes any Faculty of Engineering, Faculty of Applied Science, Engineering School or College that offers accredited engineering programs, or any Technical College that offers engineering technology programs. Affiliate members shall

identify a representative who will be entitled to all rights and responsibilities of a regular Member. Additional membership classifications can be determined as required by the board of directors.

4. Membership fees will be established by the board of directors.

5. Any member may resign from the Association by delivering to the Association a written resignation and lodging a copy of the same with the secretary/treasurer of the Association.

6. Any member may be required to resign by a vote of three-quarters (3/4) of the members at an annual meeting.

Members' Meetings

7. The annual or any other general/special meeting of the members shall be held at any place in Canada as the board of directors may determine and on such day as the said directors shall appoint. An online meeting will be an acceptable format for such a meeting. The members may also resolve that a particular meeting of members be held outside of Canada.

8. At every annual meeting, in addition to any other business that may be transacted, the financial statements and the report of the auditors shall be presented. The members may consider and transact any business either special or general at any meeting of the members. The board of directors or the president or past-president shall have power to call, at any time, a general meeting of the members of the corporation. The board of directors shall call a special general meeting of members on a written requisition of at least 25% of the active voting members. Forty percent (40%) of active voting members present in person at a meeting will constitute a quorum, where proxy votes are included in this count. A voting member can give a proxy vote to another member as long as the proxy describes which meeting it is relevant for and who carries their vote, and is signed and dated. Scans of such documents are acceptable as proxies.

9. Fourteen (14) day's written notice shall be given to each voting member of any annual or special general meeting of members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken. Each voting member present at a meeting shall have the right to exercise one vote.

10. A majority of the votes cast by the members present and carrying voting proxies shall determine the questions in meetings except where the vote or consent of a greater number of members is required by the Act or these by-laws.

11. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of

sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be their last address recorded on the books of the Association.

Board of Directors

12. The property and business of the Association shall be managed by a board of directors, comprised of a minimum of five (5) directors and a maximum of fifteen (15) directors, one of which is a Student Director. The number of directors shall be determined from time to time by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the votes cast in favour of the resolution at a meeting of members duly called for the purpose of determining the number of directors to be elected to the board of directors. Directors must be members, and the Student Director must be a student member.

13. The Student Director is nominated annually by student members. The Student Director must be at least 18 years of age, when nominated. At the CEEA AGM, the Board shall appoint the Student Director pursuant to s. 128(8) of the Canada Not-for-profit Corporations Act, for a term expiring at the next CEEA AGM. The Board of Directors shall appoint as the Student Director the individual selected by the student members to represent themselves, in a process determined by the student members and facilitated by CEEA staff.

14. The board of directors in office at the time of the continuance transition will remain in office for the extent of their current term, as voted in by the membership at the previous elections. Successors are to be elected in at the time the term in office has ended.

15. Directors shall be elected for a specified term by the members through an annual electronic mail ballot. In the event where there is only a single candidate for a given position, the candidate shall acclaim the position pending approval of the board of directors. A notice will then be sent to the membership advising the acclamation and no election will be required.

16. The office of director shall be automatically vacated:

- i. if at a special general meeting of members, a resolution is passed by 51% of the votes cast in favour of the removal of the director
- ii. if at a special meeting of at least 40% of the current student members, a resolution is passed by 51% of the votes cast in favour of the removal of the Student Director
- iii. if a director has resigned their office by delivering a written resignation to the secretary/treasurer of the Association;
 - if he/she is found by a court to be of unsound mind;
 - if he/she ceases to be a member of the Association; or
 - on death

provided that if any vacancy shall occur for any reason in this paragraph contained, the board of directors by majority vote, may, by appointment, fill the vacancy with a member of the Association, or a student member in the case of the Student Director.

17. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from their position.

18. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which their retirement is accepted and their successor is elected.

Powers of Directors

19. The directors of the Association may administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Association is by its charter or otherwise authorized to exercise and do.

20. The directors shall have power to authorize expenditures on behalf of the Association from time to time and may delegate by resolution to an officer or officers of the Association the right to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Association in accordance with such terms as the board of directors may prescribe.

21. The board of directors shall take such steps as they may deem requisite to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Association.

22. The board of directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment.

23. Remuneration for all agents and employees shall be fixed by the board of directors by resolution.

Directors' Meetings

24. Meetings of the board of directors may be held at any time and place (including teleconference) to be determined by the directors provided that 48 hours written notice of such meeting shall be given by email to each director. Normally, notice of meetings will be sent by email at least 7 days prior to the meeting. There shall be at least one (1) meeting per year of the board of directors. No error or omission in giving notice of any meeting of the board of directors or any adjourned meeting of the board of directors of the corporation shall invalidate such meeting or make void any proceedings taken thereat

and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each director is authorized to exercise one (1) vote.

25. In addition to any other board meetings, the board of directors shall be meet in person in conjunction with the Annual General Meeting of the Association. The outgoing board of directors will, typically, meet together with the incoming board of directors in advance of the Annual General Meeting. At least one (1) meeting of the board of directors, via teleconference or other electronic means, will be held at least six (6) months prior to the Annual General Meeting of the Association. Each director is authorized to exercise one (1) vote.

26. A majority of directors in office, from time to time, but no less than four directors, shall constitute a quorum for meetings of the board of directors. Any meeting of the board of directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the corporation.

Indemnities to Directors and Others

27. Every director of the Association 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 out of the funds of the Association, from and against;

- i. All costs, charges and expenses which such director, sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him/her, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him/her, in or about the execution of the duties of their office or in respect of any such liability;
- ii. All other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

Officers

28. The officers of the Association shall be a president, past-president, president-elect, secretary/ treasurer, student director, four (4) regional directors and any such other officers as the board of directors may by by-law determine. Officers must be members.

29. Officers of the Association shall be the board of directors elected by a vote of members, and the Student Director, nominated by a vote of student members. They will take office following an annual meeting of members.

30. The officers of the Association shall hold office for terms as herein defined or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the board of directors at any time.

- The President-elect will be elected annually and will serve for one year followed by a one year term as President and a one year term as past-President.
- The Secretary/Treasurer will be appointed and serve for three years.

- The Regional Directors will serve for two years with elections for two (2) positions occurring in alternate years. Regions will be defined as Atlantic, Quebec, Ontario and West.
- The Student Director will be appointed annually and will serve for one year.

Duties of Officers

31. The president shall be the chief executive officer of the Association. He/she shall preside at all meetings of the Association and of the board of directors. He/she shall have the general and active management of the affairs of the Association. He/she shall see that all orders and resolutions of the board of directors are carried into effect.

32. The past-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties as shall from time to time be imposed upon them by the board of directors.

33. The president-elect shall work with a local arrangements chair to plan and organize the next Annual Meeting.

34. The secretary/treasurer, or their administrative designate, shall have the custody of the funds and securities of the Association and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Association in the books belonging to the Association and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Association in such chartered bank, credit union or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the board of directors from time to time. He/she shall disburse the funds of the Association as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meeting of the board of directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Association. He/she shall act as clerk and record all votes and minutes of all proceedings in the books to be kept for that purpose. The secretary/treasurer shall give or cause to be given notice of all meetings of the members and of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or president, under whose supervision the secretary/treasurer shall be. The secretary/treasurer shall be the custodian of the seal of the Association.

35. The Student Director will represent the interests of the student members on the Board of Directors. The Student Director will maintain effective communications with student members so that he/she can effectively represent past, current and future student interests.

36. The duties of all other officers of the Association shall be such as the terms of their engagement call for or the board of directors requires of them.

Committees

37. The board of directors may appoint committees whose members will hold their offices at the will of the board of directors. The directors shall determine the duties of such committees and may fix by resolution, any remuneration to be paid.

Executive Committee

38. There shall be no executive committee of the Association. This function will be the responsibility of the board of directors.

Execution of Documents

39. Contracts, documents or any instruments in writing requiring the signature of the Association, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Association to sign specific contracts, documents and instruments in writing. The directors may give the Association's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Association. The seal of the Association when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors.

Minutes of Board of Directors

40. The minutes of the board of directors shall be available to the general membership of the Association upon request. Each member of the board of directors shall receive a copy of such minutes.

Financial Year

41. The financial year of the Corporation shall be from January 1 until December 31 of the same year.

Amendment of By-Laws

42. The by-laws of the Association not embodied in the Letters Patent may be repealed or amended by by-law, or a new by-law relating to the requirements of subsection 152(1) of the Canada Corporations Act. Unless the articles, the by-laws or a unanimous member agreement otherwise provides, the directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the corporation, except in respect of matters referred to in subsection 197(1).

Auditors

43. The members shall appoint an auditor, through a simple majority vote, to audit the accounts and annual financial statements of the corporation for report to the members at the annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor. Consideration of the re-appointment of an auditor shall take place at least every 3 years by a vote of the members. The remuneration of the auditor shall be fixed by the board of directors. The annual financial statements and documents are available from the Association Head Office and any voting member may, on request, obtain a copy.

Books and Records

44. The directors shall see that all necessary books and records of the Association required by the by-laws of the Association or by any applicable statute or law are regularly and properly kept.

Rules and Regulations

45. The board of directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Association as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Association when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.

Liquidation of Property

46. It is specially provided that in the event of liquidation, dissolution or winding-up of the Association, all of its remaining assets after payment of its liabilities, shall be provided to Engineers Canada with the condition that the funds be used in support of the Gold Medal Student Award or some similar Engineers Canada program in support of Engineering students.

Interpretation

47. In these by-laws and in all other by-laws of the Association hereafter passed 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, and references to persons shall include firms and corporations.

48. In these by-laws and in all other by-laws of the Association, email shall be considered to be written communication.

Effective Date

49. Subject to matters requiring a special resolution of the members, this by-law shall be effective when made by the board.

CERTIFIED to be By-Law No. 1 of the Association, as enacted by the directors of the Association by resolution on the 21 day of June, 2016 and confirmed by the members of the Association by special resolution on the 22 day of June, 2016.

Dated as the 22 day of June, 2016.

Brian Frank, President