

**A by-law relating generally to the conduct of the affairs of
THE ENGINEERING INSTITUTE OF CANADA – L'INSTITUT CANADIEN DES
INGENIEURS.**

May 2013

BE IT ENACTED as a by-law of the Corporation as follows:

DEFINITIONS In this by-law and all other by-laws of the Corporation unless the context otherwise requires.

"Institute"	means The Engineering Institute of Canada (EIC)
"institut"	means L'institut canadien des ingenieurs (ICI)
"Member Society"	means a Member Society of the Institute
"Council"	means the Board of Directors of the Institute
"Fiscal Year"	means the Calendar Year
"By-law"	means this by-law and any other by-law of the Corporation as amended and which are, from time to time in force and effect.

"Interpretation" 1. 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.

"Interpretation" 2. 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.

"Interpretation" 3. 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.

Name

The name of the corporation is: **THE ENGINEERING INSTITUTE OF CANADA / L'INSTITUT CANADIEN DES INGENIEURS.**

Purpose

The purposes of the corporation are: To support the engineering community in Canada and the dissemination of engineering knowledge.

MEMBERSHIP

1.1 There shall be one class of membership in the Institute, namely Member Societies with voting rights.

1.2 Any organization in Canada representing a group of engineers and/or an allied group of persons with interests in a recognized field or fields of engineering whose objectives are similar and not in conflict with the Institute may apply to become a Member Society of the Institute by submission of a fully supported request to Council through the Executive Director of the Institute. A

motion in a Council meeting approving an application requires approval by a two-thirds (2/3) majority of the voting members of Council.

1.3 A Member Society may resign from membership by letter or e-mail to the Executive Director of the Institute no less than six (6) months in advance of the effective date of the resignation. The resignation shall be effective on the last day of a calendar year.

1.4 Membership of a Member Society may be cancelled by resolution of a special meeting of Council if approved by a two-thirds (2/3) majority.

1.5 Member societies shall be financially independent,

COUNCIL

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

2.2 The eligible voting members of Council shall consist of: the president; the president-elect; the past - president; the treasurer, and one Director from each member society.

2.3 Only persons who are members of a Member Society may be a member of Council.

2.4 The Executive Director of the Institute shall be an officer of the Institute, its secretary and a non-voting member of Council.

2.5 Council may act, notwithstanding any vacancy in its number of members.

2.6 Chairs of standing committees of Council shall be non-voting members of Council.

2.7 Meetings of the Council may be held at any time determined by the voting members either in a designated place or by teleconference. Notice, by letter or e-mail, of meetings shall be given at least fourteen (14) days prior to the meeting.

2.8 At Council meetings, a quorum shall consist of two-thirds (2/3) of those entitled to be present and vote.

2.9 By a vote of two-thirds (2/3) of the eligible voting members, Council may for just cause suspend a Director from participation in any specific meeting.

2.10 By a vote of two-thirds (2/3) of the eligible voting members, Council may remove a Director from serving on Council in accordance with section 130 of the Canada Not-for-profit Corporations Act.

2.11 Except for the Executive Director, members of Council shall not be remunerated for their duties as members of Council. Members of Council may be reimbursed for reasonable expenses incurred while performing such duties provided such reimbursement has been approved by Council.

INDEMNITIES TO MEMBERS OF COUNCIL AND OTHERS

3.1 EIC shall indemnify its present and former Directors and officers to the full extent permitted by the Canada Not-for-profit Corporations Act S.C 2009, c.23

3.2 EIC may purchase and maintain insurance for the benefit of any present or past Director or officer or any other person acting on EIC's behalf against any liability incurred by such person:

- In his/her capacity as a Director, officer or agent of EIC, except where liability relates to his/her failure to act honestly and in good faith with a view to the best interests of EIC, or
- In his/her capacity as a Director or officer of another body corporate where he/she acts or acted in that capacity at EIC's request, except where the liability relates to his failure to act honestly and in good faith with a view to the best interests of the body corporate.

3.3 No director or officer of the Institute shall be liable for the acts, receipts, neglects or defaults of any other director or officer, or for joining in any receipts or other act for conformity, or for any loss or expense happening to the Institute through a deficiency of title to any property acquired by order of Council for or on behalf of the Institute, or for a deficiency of any security in or upon which any of the moneys of the Institute shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the moneys, securities or effects of the Institute shall be lodged, or for any loss occasioned by an error of judgment or oversight on his/her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his/her office or in relation thereto unless the same shall happen through his/her own dishonesty

COUNCIL MEETINGS

4.1 There shall be at least three (3) meetings per year.

4.2 No error or omission in giving notice of any meeting or any adjourned meeting of the Council shall invalidate such meeting or make void any proceedings taken thereat and a 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.

4.3 Each voting member of Council is authorized to exercise one (1) vote.

4.4. At all meetings of Council every resolution shall be determined by a majority of votes unless otherwise specifically provided by statute or by this by-law.

4.5 If a majority of Council consent, they may participate in a meeting of Council or of a committee of Council members by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A member of Council so participating in a meeting is deemed to be present at the meeting.

4.6 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.

4.7 The president or the president-elect, in the absence of the president, shall have power to call a meeting of Council with 14 days' notice. A meeting of Council may also be called on written requisition of at least 25% of the voting members of Council. Notice can be waived with 100 percent approval of the voting members.

4.8 A retiring member of Council shall remain in office until the dissolution or adjournment of the meeting at which their retirement is accepted.

4.9 A copy of the minutes of Council shall be sent to the members as soon as reasonably possible after each meeting.

OFFICERS AND THEIR DUTIES

5.1 The officers of the Institute shall be the 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.

5.2 No person may serve as both a director representing a member society and as an elected officer of the institute. When such a director is so elected he or she shall be replaced by the respective Member Society.

5.3 By a vote of two-thirds (2/3) of the voting members, Council may suspend an Officer from participation in any specific meeting.

5.4 By a vote of two-thirds (2/3) of the voting members, Council may remove an Officer from her/his position.

PRESIDENT

6.1 Council shall elect a President to take office at the end of the last regularly scheduled meeting of Council in any fiscal year,

6.2 The president shall represent the Institute at official functions.

6.3 The president shall preside at all meetings of Council, and shall ex officio be a member of all committees of Council.

6.4 The president shall have the general and active management of the Institute and shall ensure that all actions decided to be taken by Council are acted upon by the designated member of Council.

6.5 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.

6.6 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.

6.7 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.

6.8 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 6.5 by a majority vote of the members.

IMMEDIATE PAST PRESIDENT

7.1 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.

PRESIDENT-ELECT

8.1 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.

8.2 At the last regularly scheduled 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 day of his or her election. If at the time of election to the office of president-elect, a person is a director of the Institute for a Member Society; such person shall immediately cease to be such a director and shall be replaced by a member of the respective Member Society.

8.3 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.

TREASURER

9.1 At the last regular meeting of the Council in any fiscal year the Council shall appoint a person to hold office as treasurer commencing at the end of the meeting.

9.2 In the event of a vacancy in the office of treasurer occurring during the course of a term, a replacement shall be elected by the members of Council.

9.3 The treasurer shall have general charge of the finances of the Institute and shall perform such other duties as may be assigned by Council.

9.4 A Treasurer shall normally not serve for more than 5 consecutive years.

DIRECTORS

10.1 The directors and voting officers shall set the goals and objectives of the Institute

10.2 Each Member Society shall appoint one Director, normally the president or immediate past-president of the Member Society, to act as its voting member of the Council.

10.3 Any Member Society at any time may appoint a replacement person to act as its Director of the Institute

EXECUTIVE DIRECTOR

11.1 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.

11.2 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.

11.3 The Executive Director shall also have the duties of Secretary of the Institute. He or she shall amongst other things, 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).

11.4 The Executive Director shall be the custodian of the seal of the corporation.

THE EIC FUND

12.1 The EIC shall maintain and administer the EIC Fund, a registered charity with the Canada Revenue Agency.

12.2 Upon dissolution, the assets of the EIC Fund will be disposed of in accordance with CRA regulations.

COMMITTEES

13.1 Council may establish such committees as it deems necessary.

13.2 The chairs of these committees shall be determined by Council.

13.3 Council may adopt rules of policy and procedure to govern committees, and, in particular, the nomination of members as well as the responsibilities and meetings of such committees.

13.4 Except for the Executive Director, members of committees shall not be remunerated for their duties as members of Council. Committee members may be reimbursed for reasonable expenses incurred while performing such duties.

13.5 Nominating committees shall be composed of members of Council.

MEMBER SOCIETY FEES

14.1 Each Member Society shall have an obligation to share in the cost of maintaining the Institute by paying an annual fee to the Institute. These fees and the deadline for payment shall be fixed from time to time by resolution of Council.

EXPENSES

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

BUDGET

16.1 The budget of the Institute for the next fiscal year shall be approved by Council no later than its first meeting in that fiscal year. In approving the budget, Council shall be responsible for ensuring that the Institute complies with all the legal requirements of its Charter.

ASSETS

17.1 Upon dissolution, the assets of the Institute shall be divided amongst the Member Societies in proportion to their fees paid to the Institute in the last complete fiscal year.

17.2 Member Societies which cease to belong to the Institute in accordance with Clauses 1.2 and 1.3 shall not be entitled to any part of the assets of the Institute.

17.3 The EIC Fund is a registered charity with the Canada Revenue Agency (CRA). Upon winding up or dissolution, all its remaining assets after payment of its debts must be distributed to one or more qualified recipients.

AMENDMENT OF BY-LAWS

18.1 Council may, by affirmative vote of at least two-thirds (2/3) of the eligible voting members of Council at a meeting duly called for the purpose of considering the said by-law, make, amend or repeal any by-laws that regulate the activities or affairs of the Institute. Any such by-law, amendment or repeal shall be effective from the date of the resolution of Council. Any such by-law, amendment or repeal shall use gender-neutral language. The by-law 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 eligible voting members of Council at a meeting duly called for the purpose of considering the said by-laws.

AUDITORS

19.1 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 first in the fiscal year following the year being audited. The remuneration of the auditor shall be fixed and approved by Council.

BOOKS AND RECORDS

20.1 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.

20.2 Council may adopt such rules of policy and procedures as it may deem necessary in order to implement and carry out the authority conferred on it under these by-laws.

GUIDELINES (to be appended to the by-laws)

BANK ACCOUNTS, CHEQUES, DRAFTS, LOANS AND NOTES

1.1 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 from time to time by resolution 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 persons as Council may by resolution from time to time appoint 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 persons, as Council may by resolution from time to time name for that purpose. In all cases such documents shall require the signature of at least two of the persons so named by Council

1.2 Council may:

- i. borrow money on the credit of EIC;
- ii. issue, reissue, sell, pledge or hypothecate debt obligations of the EIC;
- iii. give a guarantee on behalf of the EIC;
- iv. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the EIC

EXECUTIVE COMMITTEE

2.1 The Executive Committee shall be comprised of the president, president-elect, the past president, the treasurer and the Executive Director (non-voting) and shall exercise such powers as are authorized by Council.

2.2 Executive Committee members requiring reimbursement for the execution of their responsibilities shall seek approval of such expenses 30 days in advance from the Executive Committee.

2.3 Meetings of the Executive Committee shall be held at any time and place determined by its members provided that forty-eight (48) hours' notice of such meeting shall be given to each member.

2.4 Sixty percent (60%) of the members of the Executive Committee shall constitute a quorum.

2.5 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.

MEMBER SOCIETIES

3.1 While Council reserves the right to approve or reject applications for admission, the EIC Executive Committee shall serve as an Admission's Committee for the consideration of all applications for membership.

3.2 The Admissions Committee shall be responsible for: a. Ensuring that admission applications meet the guidelines as approved from time to time by the Council; b. Making admission recommendations to Council and c. reviewing the guidelines as required and making recommendations for modifications to Council.

3.3 In addition to paragraph 1.2 of the by-laws, to be admitted, a candidate Society should:

- be in operation for a minimum of 3 years;
- have a board of directors and by-laws;
- not be in a deficit position at the time of application to join;
- carry adequate insurance against director's and officer's liability, and
- declare and explain any existing legal actions that it may be involved in.

3.4. Notwithstanding that a Member Society may resign in accordance with article 1.3 of the bylaws, the Member shall remain liable for payment of dues that may be in arrears or which were payable prior to the effective date of the resignation.

3.5 Member Societies that are required to withdraw in accordance with article 1.4 of the bylaws may appeal the decision of Council by making a presentation either in person or in writing to Council at the first subsequent meeting of Council following the decision to require withdrawal of the member society.

3.6 A fully supported request for membership should normally include: A letter of application from the president or equivalent of the society asserting that the Society has a board of directors and by-laws, is solvent, insured for directors liability and explaining any legal actions that the Society may be involved in; plus a. A copy of the Society's by-laws; b. The most recent audited financial statement and c. A copy of the Society's vision and mission statement.

MEMBER SOCIETY FEES

4.1 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, and retired/life members of that society.

4.2 The annual fee shall be established by Council at least six (6) months before the end of a fiscal year of the Institute.

4.3 Notwithstanding articles 24.1 and 24.2 Council of the Institute may approve a minimum and maximum total fee for Member Societies.

4.4 Changes in fee per member of a Member Society, or in the minimum and maximum total fee for a Member Society, shall be approved by two-thirds (2/3) of the eligible voting members of Council present.

4.5 The authority and responsibility to collect individual membership dues for their Societies' rests with the Member Societies.

SUSTAINING MEMBERS

5.1 Corporations or individuals interested in financially supporting the objectives of the Institute may be admitted as Sustaining Members by the Executive Director.

5.2 Membership as a Sustaining Member shall cease upon failure to remit a financial contribution of an amount specified by Council to the Institute during any fiscal year or by written resignation to the Executive Director.

5.3 Membership of a Sustaining Member may be cancelled by resolution of a meeting of Council.

5.4 Sustaining Members shall have no other obligations to the Institute.

REBATES TO MEMBER SOCIETIES

6.1 The EIC and its Member Societies that cooperate in advertising the career site www.EngineeringCareers.ca shall share the earnings of this activity in the following manner.

- Sixty five percent (65%) to the EIC and thirty five percent (35%) to be distributed to the participating Member Societies in proportion to their dues paid in the year of the earnings.
- Such distribution will be made by the EIC in the following year.

DIRECTOR'S INSURANCE

7.1 The EIC shall invite its member societies to purchase Director and Officers Insurance as a group.

HEAD OFFICE:

8.1 The head office of the Institute shall be at such place in Canada as Council may from time to time determine.

8.2 Council may establish such other offices and agencies elsewhere within Canada

A handwritten signature in black ink that reads "Jean W. Zu". The signature is fluid and cursive, with the first name "Jean" being the most prominent.

Jean Zu, President

A handwritten signature in black ink that reads "John Plant". The signature is cursive and somewhat stylized, with the first name "John" being the most prominent.

John Plant, Executive Director