



**The Canadian Society for Mechanical Engineering
Board of Directors/AGM Meetings**



Sunday 29 Nov 2020, Teleconference via Zoom

171 st	(Outgoing) Board of Directors Meeting	10:00 am – 1:00 pm, EST
172 nd	AGM / Board of Directors	1:30 pm – 2:00 pm, EST
173 rd	(Incoming) Board of Directors	2:00 pm – 3:00 pm, EST

AGM AGENDA – DRAFT

172nd Annual General Meeting 1:30 pm – 2:00 pm, EST

Click link to access the meeting:

<https://us02web.zoom.us/j/88218672763?pwd=eCswV2hYL29FYjVQL1lGVkxXb0Vpdz09>

Meeting ID: 882 1867 2763

Password: 928639

Item	Time	Topic	Lead Proponent	Documentation
1.0	13:30	Call to Order / Intro of members	Chair Floryan	
2.0	13:35	Acceptance of Agenda (motion)	Chair	
3.0	13:35	President's Remarks	Pres. Floryan	
4.0	13:38	Minutes of 167 th AGM/BoD Meeting (minutes were approved by BoD in Oct 2019)		ANNEX R
5.0	13:40	2020 Audited Financial Statements	Chair	ANNEX S
5.1.		Motion to receive audited statements		
6.0	13:45	CSME By-Laws – Proposed Amendments	Exec Dir Gosselin	ANNEX T
6.1.		Motion to confirm the By-laws		
7.0	13:50	Actions/Decisions of the Executive Cttee and Board of Directors	Chair	
7.1.		Motion to ratify actions and decisions		
8.0	13:55	Report of Nominating Committee	Sushanta Mitra	ANNEX U
8.1.		Motion to elect directors as per the slate recommended in the Nominating Cttee Report		
9.0		New Business	Chair	
10.0		Next Meeting: Incoming Board Mtg @ 2 PM		
11.0	14:00	Adjournment		



**The Canadian Society for Mechanical Engineering
La Société canadienne de génie mécanique**



MINUTES (approved by BoD on 26 Oct 2019)
167th AGM/Board of Directors Mtg –1:30 pm – 2 pm
4 Jun 2019, Western U, London, ON

1.0 Call to Order: President Maciej Floryan called the meeting to order at 1:30 pm and asked everyone present in person or by teleconference to identify themselves. This was completed as follows:

Present: Maciej Floryan (Chair), Mina Hoorfar (Bd member), Eric Lanteigne (Bd member), , Baktash Hamzehloo (Bd member), Ya-Jun Pan (Bd member/telecon), Alex Czekanski (Bd member), Marina Freire-Gormaly (Bd member), Ali Ahmadi (Bd member), Dominic Groulx (Bd member), Farrokh Janabi-Sharifi (Bd member/telecon), Marius Paraschivoiu (Bd member), Robert Varty (General member), Guy Gosselin (Exec Dir/recorder).

Regrets (Board members): Sushanta Mitra, Dave Weaver, Homayoun Najjaran, Payam Rahimi, Xianguo Li, Babak Owlam, Kamran Behdinin, Horia Hangan, Kamran Siddiqui, Frank Cheng, Carlos Escobedo, Yuping He, Pouya Rezai, Sam Nakhla, Marco Amabili.

2.0 Acceptance of Agenda: Moved by Eric Lanteigne, seconded by Dominic Groulx, that the AGM agenda presented in ANNEX A be **approved** as circulated. **Carried**

3.0 Review of 30 May 2017 AGM Minutes: The 2018 AGM minutes, approved at the 165th meeting of the Board of Directors, are presented in ANNEX B. There was no action arising from that meeting.

4.0 President's Remarks: President Floryan remarked that this had been a busy year for the society, with many operations being reviewed/improved. He mentioned the re-structuring of the Congresses Committee, rejuvenation of the CNC-IUTAM, discussions on how best to serve the new student member population, reinvigoration of technical committees with new TC websites, development of new CSME *Bulletin* policies, CSME *Transactions* progressing well, 400 attendees strong participation at the 2019 Congress, and next Congress 2020 scheduled at UPEI, and following two awarded to UAlberta and USherbrooke.

5.0 Audit Report

5.1. 2018 Audited Financial Statements: Exec Director Gosselin referred everyone to the draft audited financial statements presented in ANNEX C and noted that the auditors had found no error or issue that warranted attention. It was **moved** by Eric Lanteigne, seconded by Dominic Groulx, that the draft 2018 financial statements be **accepted** as presented. **Carried**

5.2. Appointment of 2019 CSME auditors: It was **moved** by Eric Lanteigne, seconded by Dominic Groulx, that Frouin Group be **appointed** as auditors for the 2019 fiscal year. **Carried**

6.0 Ratification of the Actions of the Board of Directors

It was **moved** by Dominic Groulx, seconded by Alex Czekanski, that the actions of the Board of Directors, including its Executive Committee, since the last AGM be **ratified**. **Carried**

7.0 Report of the Nominating Committee

The Chair of the Nominating Committee, Sushanta Mitra (Immediate Past-President) could not attend this assembly due to a conflict. Executive Director Gosselin presented the report of the Nominating Committee as per ANNEX D. He noted that two of the positions, Chair of National Student Design Competition and Chair of Fluid Mechanics Engineering TC, had recently become vacant and therefore not yet been advertised to the full membership. Accordingly, the appointment of the two recommended nominees (Carrick and Agelin-Chaab) should therefore be considered in an acting capacity until an advertising of these two positions has taken place.

ANNEX R (cont'd)

There being no discussion, it was **moved** by Mina Hoorfar, seconded by Baktash, that the slate of candidates for the CSME Board of Directors in **ANNEX D** be **accepted** and that all recommended directors and officers be **appointed** in their roles (including Carrick and Agelin-Chaab in an acting capacity). **Carried**

8.0 New Business: There was no new business considered at this AGM.

9.0 Adjournment: It was **moved** by Dominic Groulx, seconded by Alex Czekanski, that the AGM be **adjourned** at 1:55 PM. **Carried**

Guy C. Gosselin
Recorder

CSME 2019 Audited Financial Statements

**CANADIAN SOCIETY FOR MECHANICAL ENGINEERING
AUDITED FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2019**

**Independent Auditors' Report
Statement of Financial Position
Statement of Changes in Net Assets
Statement of Revenue and Expenses
Statement of Cash Flows
Notes to Financial Statements**

**FROUIN
GROUP**



INDEPENDENT AUDITORS' REPORT

To the Members,
Canadian Society for Mechanical Engineering

Opinion

We have audited the financial statements of Canadian Society for Mechanical Engineering, which comprise the statement of financial position as at December 31, 2019, and the statement of operations, statement of changes in net assets and cash flows statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of Canadian Society for Mechanical Engineering as at December 31, 2019, and the results of its operations and cash flows for the year then ended in accordance with Canadian accounting standards for not-for-profit organizations.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are described in the *Auditors' Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the entity in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Canadian accounting standards for not-for-profit organizations, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Entity's ability to continue as a going concern, disclosing, as applicable, matters relating to going concern and using the going concern basis of accounting unless management either intends to liquidate the Entity or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Entity's financial reporting process.



Auditors' Responsibilities for the Audit of Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high-level of assurance but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. As part of an audit in accordance with Canadian generally accepted audit standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.





Frouin Group Professional Corporation
Ottawa, Ontario
June 24, 2020

Authorized to practice public accounting by the Chartered Professional Accountants of Ontario

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CANADIAN SOCIETY FOR MECHANICAL ENGINEERING
AUDITED STATEMENT OF FINANCIAL POSITION
AS AT DECEMBER 31, 2019

	2019	2018
ASSETS		
CURRENT ASSETS		
Cash	\$ 80,462	\$ 61,659
Prepaid expenses	0	1,095
Accounts receivable	0	1,212
HST receivable	<u>5,965</u>	<u>4,666</u>
	<u>86,427</u>	<u>68,632</u>
LONG-TERM INVESTMENTS (Note 3)	<u>400,553</u>	<u>346,558</u>
TOTAL ASSETS	\$ <u>486,980</u>	\$ <u>415,190</u>
LIABILITIES AND NET ASSETS		
CURRENT LIABILITIES		
Accounts payable	\$ 3,704	\$ 3,143
Deferred revenue	<u>12,890</u>	<u>14,225</u>
	<u>16,594</u>	<u>17,368</u>
NET ASSETS		
Restricted for Endowment Purposes (Medal Funds, Note 2a)	62,534	41,929
Internally-Restricted (Note 2a)	356,875	307,222
Unrestricted Net Assets	<u>50,977</u>	<u>48,671</u>
	<u>470,386</u>	<u>397,822</u>
TOTAL LIABILITIES AND NET ASSETS	\$ <u>486,980</u>	\$ <u>415,190</u>
APPROVED ON BEHALF OF THE BOARD:		
Director 	Director 	
CSME Exec Director	CSME Hon. Treasurer	

(See accompanying Notes to Financial Statements)

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CANADIAN SOCIETY FOR MECHANICAL ENGINEERING
AUDITED STATEMENT OF CHANGES IN NET ASSETS
FOR THE YEAR ENDED DECEMBER 31, 2019

	2019	2018
NET ASSETS RESTRICTED FOR ENDOWMENT PURPOSES		
G. H. Duggan Medal		
Balance, beginning of year	\$ 24,607	\$ 28,021
Add: Investment income allocation	<u>12,092</u>	<u>(3,414)</u>
Balance, end of year	<u>36,699</u>	<u>24,607</u>
I. W. Smith Medal		
Balance, beginning of year	12,828	14,607
Add: Investment income allocation	<u>6,304</u>	<u>(1,779)</u>
Balance, end of year	<u>19,132</u>	<u>12,828</u>
J. Stachiewicz Medal		
Balance, beginning of year	4,494	5,118
Add: Investment income allocation	<u>2,209</u>	<u>(624)</u>
Balance, end of year	<u>6,703</u>	<u>4,494</u>
TOTAL NET ASSETS RESTRICTED FOR ENDOWMENT PURPOSES	\$ <u>62,534</u>	\$ <u>41,929</u>
INTERNALLY-RESTRICTED NET ASSETS		
Development Fund		
Balance, beginning of year	\$ 101,764	\$ 115,880
Add: Investment income allocation	<u>50,006</u>	<u>(14,116)</u>
Balance, end of year	<u>151,770</u>	<u>101,764</u>
ICTAM 2016 Fund		
Balance, beginning of year	205,458	212,803
Less: Transfer to unrestricted net assets	<u>(353)</u>	<u>(7,345)</u>
Balance, end of year	<u>205,105</u>	<u>205,458</u>
TOTAL INTERNALLY-RESTRICTED NET ASSETS	\$ <u>356,875</u>	\$ <u>307,222</u>
UNRESTRICTED NET ASSETS		
Balance - beginning of year	\$ 48,671	\$ 23,494
Add: Transfer from ICTAM 2016 fund	353	7,345
Add: Net revenue (expenditure) allocation	<u>1,953</u>	<u>17,832</u>
Balance, end of year	<u>\$ 50,977</u>	<u>\$ 48,671</u>

(See accompanying Notes to Financial Statements)

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CANADIAN SOCIETY FOR MECHANICAL ENGINEERING
AUDITED STATEMENT OF REVENUES AND EXPENSES
FOR THE YEAR ENDED DECEMBER 31, 2019

	2019	2018		
REVENUES				
Membership fees	\$ 38,360	42,510		
Corporate sponsorship	305	5,260		
Career Site income	(76)	412		
Sustaining memberships	19,200	19,200		
Investment and bank account income / (loss)	70,611	(19,933)		
CSME Congress	23,044	0		
ICTAM 2016 Conference	0	23,804		
Publications	300	0		
	<u>151,744</u>	<u>71,253</u>		
EXPENSES				
Professional fees	3,066	3,378		
Bulletin	7,465	7,688		
Management fees (Note 4)	50,371	41,771		
CNC-IUTAM	353	7,345		
Institute fees	1,272	1,343		
Medal and prizes	10,622	2,004		
Executive/Board meetings	2,214	588		
Office and supplies	3,399	4,062		
Regions/Chapters	418	475		
Student competitions	0	4,700		
	<u>79,180</u>	<u>73,354</u>		
NET REVENUE (EXPENDITURE) FOR THE YEAR	\$ 72,564	\$ (2,101)		
ALLOCATION:				
	REVENUE	EXPENDITURE	2019 NET REVENUE	2018 NET REVENUE
G. H. Duggan Medal	\$ 12,092	\$ 0	\$ 12,092	\$ (3,414)
I. W. Smith Medal	6,304	0	6,304	(1,779)
J. Stachiewicz Medal	2,209	0	2,209	(624)
Development Fund	50,006	0	50,006	(14,116)
Unrestricted Net Assets	81,133	79,180	1,953	17,832
	<u>\$ 151,744</u>	<u>\$ 79,180</u>	<u>\$ 72,564</u>	<u>\$ (2,101)</u>

(See accompanying Notes to Financial Statements)

CANADIAN SOCIETY FOR MECHANICAL ENGINEERING
AUDITED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED DECEMBER 31, 2019

	2019	2018
CASH FLOW FROM OPERATING ACTIVITIES		
Net revenue (expenditure) for the year	\$ <u>72,564</u>	\$ <u>(2,101)</u>
Change in Working Capital:		
Accounts receivable	1,212	(923)
HST receivable	(1,299)	(639)
Loan receivable	0	6,000
Accounts payable	561	599
Prepaid expenses	1,095	(1,095)
Deferred revenue	(1,335)	7,420
	<u>72,798</u>	<u>9,261</u>
CASH FLOW FROM INVESTING ACTIVITIES		
Net (increase) decrease in investments	<u>(53,995)</u>	<u>(184,898)</u>
NET CHANGE IN CASH	18,803	(175,637)
Cash, beginning of year	<u>61,659</u>	<u>237,296</u>
CASH, END OF YEAR	\$ <u>80,462</u>	\$ <u>61,659</u>
 REPRESENTED BY:		
Cash	<u>\$ 80,462</u>	<u>\$ 61,659</u>

(See accompanying Notes to Financial Statements)

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CANADIAN SOCIETY FOR MECHANICAL ENGINEERING
NOTES TO AUDITED FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2019

1. PURPOSE OF THE ORGANIZATION

The Canadian Society for Mechanical Engineering is a non-profit charitable organization incorporated without share capital pursuant to the provisions of Part II of the Canada Corporations Act and is not subject to income tax pursuant to the provisions of the Income Tax Act.

The primary function of the Society is the diffusion of knowledge on a continuing basis to mechanical engineers.

The secondary function of the Society is the establishment and funding of scholarships and research fellowships to encourage scholastic achievement and assist financially in the furtherance of higher education in the field of engineering.

2. SIGNIFICANT ACCOUNTING POLICIES

The accompanying financial statements represent the accounts of the Canadian Society for Mechanical Engineering but do not include the assets, liabilities and operations of its regional councils, branches, and member society sections. The financial statements were prepared in accordance with Canadian accounting standards for not-for-profit organizations and include the following significant accounting policies:

a) Purpose of the Funds

The G. H. Duggan Medal is awarded annually to a Canadian engineer for outstanding contributions to the management and practice of mechanical engineering.

The I. W. Smith Medal is awarded annually for outstanding achievement in creative mechanical engineering within 10 years of graduation.

The Jules Stachiewicz Medal is awarded in alternate years by CSME and the Canadian Society for Chemical Engineering to recognize outstanding contributions to heat transfer in Canada.

The Development Fund is to be used at the discretion of the Board for projects advancing the purposes of the Society, including seed money for technical meetings.

b) Investments

Investments are measured at fair value at each reporting date, with gains and losses, both realized and unrealized, recognized in the statement of revenues and expenses as part of investment income or loss

CANADIAN SOCIETY FOR MECHANICAL ENGINEERING
NOTES TO AUDITED FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2019

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

c) Revenue recognition

The Society follows the deferral method of accounting for contributions. Restricted contributions are recognized as revenue in the year in which related expenses are incurred. Unrestricted contributions are recognized as revenue when received or receivable if the amount to be received can be reasonably estimated and collection is reasonably assured. Endowment contributions to the Medal Funds are recognized as direct increases in net assets. Investment income for the Medal Funds is recognized as revenue when earned.

Membership fees and sustaining membership revenue are set annually by the Board of Directors and are recognized as revenue proportionately over the fiscal year to which they relate.

Membership fees received in advance for the following fiscal year are recorded as deferred revenue. Conference and forum revenues are recorded when the event is held. Revenue from publications and other services are recorded when the delivery is made.

d) Estimates and assumptions

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of income and expenditure during the reporting period. Actual results may differ from those estimates.

e) Financial instruments

The Society's financial assets and financial liabilities are recorded at fair market value - changes in fair value, both realized and unrealized, are recorded as increases and decreases to revenue and expenditure.

3. INVESTMENTS

Investments consist of common shares and fixed income, and are valued at market value.

4. MANAGEMENT CONTRACT

There is a management contract in place with the Engineering Institute of Canada (EIC) to provide administrative services to the Society at an annual cost of \$48,000 plus HST. Rent is included as part of the cost. The contract with EIC is in place until June 1, 2021 and will be renewed for another three years unless terminated with one year's notice.

CANADIAN SOCIETY FOR MECHANICAL ENGINEERING
NOTES TO AUDITED FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2019

5. FINANCIAL INSTRUMENTS

The carrying value of cash, accounts receivable and accounts payable and accrued liabilities approximate their amortized cost and fair value because of the relatively short period to maturity of the instruments. Investments are carried at fair value.

6. FINANCIAL RISK MANAGEMENT

The Society is exposed to various risks through its financial instruments. The following analysis provides a measure of the risks at December 31, 2019:

Credit risk

Credit risk associated with investments is minimized by investing these assets in widely-traded, low risk common shares. An ongoing review is performed to evaluate changes in the status of investments under the Society's investment policy.

Liquidity risk

The Society manages its liquidity risk by regularly monitoring forecasted and actual cash flow and financial liability maturities, and by holding assets that can be readily converted into cash. Accounts payable are normally paid within 30 days.

Market risk

The Society is exposed to market risks arising from changes in the fair value of financial instruments due to market price fluctuations. Market risks consist of currency risk and interest rate risk.

Currency risk

The Society's functional currency is the Canadian dollar. The Society rarely enters into foreign currency transactions and does not use foreign exchange forward contracts. At December 31, 2019, the Society had no investments exposed to currency risk.

Interest rate risk

The Society is exposed to interest rate risk with regard to its investments. The Society has no interest-bearing liability. Fluctuations in market rates of interest on cash do not have a significant impact on the Society's results of operations. Mutual fund units and Guaranteed Investment Certificates are not exposed to significant interest rate risk due to their short-term nature. Therefore, this risk does not have a significant impact.



CSME By-Laws

A by-law relating generally to the conduct
of the affairs of

The Canadian Society for Mechanical Engineering

La Société canadienne de génie mécanique

(the "Corporation")



Adopted: 2013

Amended: ~~Oct-2017~~ 2016

(2020 amendments, highlighted in red, have been approved by the CSME Board of Directors via e-ballot, 22-31 Oct 2020)

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

1. Definition

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

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

"**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**board**" means the **Board** of directors of the Corporation and "director" means a member of the **Board**;

"**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;

"**meeting of members**" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;

"**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and

ANNEX T (cont'd)

"**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

"**CSME**" means Canadian Society for Mechanical Engineering.

"**SCGM**" means Société canadienne de génie mécanique.

2. Interpretation

In these By-Laws and in all other CSME By-Laws hereafter passed unless the context otherwise requires, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization. Both the French and English versions of the by-laws are official.

~~3. Corporate Seal~~

~~The seal, an impression of which is stamped in the margin of this document, shall be the seal of the corporation. The Executive Director of the Corporation shall be the custodian of the corporate seal.~~

Commented [GG1]: The CSME has not had a physical corporate seal for decades, and none is required by law.

~~4.3. Execution of Documents~~

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by the President and another member of the Executive Council. In addition, the ~~board~~Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. ~~Any person authorized to sign any document may affix the corporate seal to the document.~~ Any signing director may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

Commented [GG2]: See previous comment.

~~5.4. Financial Year~~

The financial year end of the Corporation shall be December 31 in each year.

~~6.5. Banking Arrangements~~

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the ~~board~~Board of directors may designate, appoint or authorize from time to time by ordinary resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the ~~board~~Board of directors may by ordinary resolution from time to time designate, direct or authorize.

~~7.6. Borrowing Powers~~

The directors of the Corporation may, without authorization of the members,

- a. borrow money on the credit of the CSME;
- b. issue, reissue, sell, pledge or hypothecate debt obligations of the CSME;
- c. give a guarantee on behalf of the CSME; and

ANNEX T (cont'd)

- d. 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 CSME.

8-7. Annual Financial Statements

The CSME financial statements ~~will be made available to Members through electronic and/or print means, and~~ shall be presented ~~to the Members~~ at the Annual General Meeting ~~for approval by the Members~~.

Commented [GG3]: Presentation of the financial statements at the AGM for approval has been the accepted practice for many years.

9-8. Membership Conditions

Subject to the articles, there shall be two classes of members in the Corporation, namely, Class A members and Class B members. The ~~board~~Board of directors of the Corporation may, by ordinary resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the ~~board~~Board by ordinary resolution. The following conditions of membership shall apply:

a. Class A Members

- i. Class A voting membership shall be available only to individuals who have applied and have been accepted for Class A voting membership in the Corporation.
- ii. The term of membership of a Class A voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- iii. As set out in the articles, each Class A voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Class A voting member shall be entitled to one (1) vote at such meetings.
- iv. Class A members shall include at least two sub-classes:
 - 1. Member;
 - 2. Fellow.

b. Class B Members

- i. Class B non-voting membership shall be available only to individuals who have applied and have been accepted for Class B non-voting membership in the Corporation.
- ii. The term of membership of a Class B non-voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- iii. Subject to the Act and the articles, a Class B non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.
- iv. Class B members shall include four sub-classes:
 - 1. Student Member;
 - 2. Corporate Member;
 - 3. Canadian Sustaining Member;
 - 4. International Sustaining Member.

Other sub-classes of Class A and B members may be created by the ~~board~~Board by

ordinary resolution.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

10.9. Membership Transferability

A membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

11.10. Notice of ~~Members~~-Meeting of Members

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

12.11. Members Calling a ~~Members'~~-Meeting of Members

The ~~board~~Board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

13.12. Absentee Voting at ~~Members'~~-Meeting of Members

Pursuant to Section 171(1) of the Act, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- a. a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
- b. a member may revoke a proxy by depositing an instrument or act in writing executed or, in Quebec, signed by the member or by their agent or mandatary
 - i. at the registered office of the corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
 - ii. with the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;

ANNEX T (cont'd)

- c. a proxyholder or an alternate proxyholder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;
- d. if a form of proxy is created by a person other than the member, the form of proxy shall
 - i. indicate, in bold-face type,
 - A. the meeting at which it is to be used,
 - B. that the member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting, and
 - C. instructions on the manner in which the member may appoint the proxyholder,
 - ii. contain a designated blank space for the date of the signature,
 - iii. provide a means for the member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder,
 - iv. provide a means for the member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of directors,
 - v. provide a means for the member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of directors, and
 - vi. state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the member, on any ballot that may be called for and that, if the member specifies a choice under subparagraph (iv) or (v) with respect to any matter to be acted on, the membership is to be voted accordingly;
- e. a form of proxy may include a statement that, when the proxy is signed, the member confers authority with respect to matters for which a choice is not provided in accordance with subparagraph (d)(iv) only if the form of proxy states, in bold-face type, how the proxyholder is to vote the membership in respect of each matter or group of related matters;
- f. if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and
- g. a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

ANNEX T (cont'd)

Pursuant to Section 197(1) of the Act, a special resolution of the members (and if Section 199 applies, a special resolution of each class of members) is required to make any amendment to the articles or by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

14.13. Membership Dues

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within a set time of the membership renewal date established by the ~~board~~Board by ordinary resolution, ~~of the membership renewal date~~ the members in default shall automatically cease to be members of the Corporation.

Commented [GG4]: Sentence rewritten for greater clarity.

15.14. Termination of Membership

A membership in the Corporation is terminated when:

- a. the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- b. a member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;
- c. the member resigns by delivering a written resignation to the chair of the ~~board~~Board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- d. the member is expelled in accordance with any discipline of members section or is otherwise terminated in accordance with the articles or by-laws;
- e. the member's term of membership expires; or
- f. the Corporation is liquidated or dissolved under the Act.

16.15. Effect of Termination of Membership

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

17.16. Discipline of Members

The ~~board~~Board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws, or written policies of the Corporation;
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the ~~board~~Board in its sole discretion;
- c. for any other reason that the ~~board~~Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the ~~board~~Board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the ~~board~~Board, shall provide twenty (20) days notice of

ANNEX T (cont'd)

suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the ~~board~~Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the ~~board~~Board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the ~~board~~Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The ~~board~~Board's decision shall be final and binding on the member, without any further right of appeal.

18-17. Proposals Nominating Directors at Annual Members' Meeting of Members (AGM)s

- a. The Nominating Committee of CSME shall be composed of ~~its Chair (the most immediate living Past-President),~~ the members of the Executive Committee, and other members ~~if deemed necessary and selected by the Executive Committee. The most immediate living Past-President of the society shall serve as Chair of the Nominating Committee.~~
- b. ~~Each year, the Nominating Committee shall circulate a report proposing a recommended slate of candidates for all CSME Board positions at least 30 days prior to the Annual Meeting of Members (AGM) at which formal appointments or elections are to be held.~~
- ~~b-c.~~ c. No fewer than ~~120-90~~ days prior to CSME's annual general meeting, the Nominating Committee shall ~~issue a "Call for Applications/Nominations to the Board of Directors" seeking the names and expressions of interest of the names of eligible Members (qualified people to consider ready to let their names stand for possible nomination in regards to as Directors for the available Director positions. This notice Call may shall consist of an application process for potential Directors be distributed by email to all Members, as a minimum, and to other relevant groups if possible.~~ issue a "Call for Applications/Nominations to the Board of Directors" seeking the names and expressions of interest of the names of eligible Members (qualified people to consider ready to let their names stand for possible nomination in regards to as Directors for the available Director positions. This notice Call may shall consist of an application process for potential Directors be distributed by email to all Members, as a minimum, and to other relevant groups if possible.
- ~~e-d.~~ d. ~~If any vacancy occurs in any Board of Directors position other than that of President and Senior Vice President, the The Nominating Committee shall, where any vacancy exists in any Board of Directors position, other than those of President and Senior Vice President, review recent applications, or solicit new ones, in order to present a nominations to the Board of Directors to fill the vacancy as soon as possible in an acting capacity until formal appointment can be approved at an AGM pursuant to a broad Call for Applications/Nominations.~~ If any vacancy occurs in any Board of Directors position other than that of President and Senior Vice President, the Nominating Committee shall, where any vacancy exists in any Board of Directors position, other than those of President and Senior Vice President, review recent applications, or solicit new ones, in order to present a nominations to the Board of Directors to fill the vacancy as soon as possible in an acting capacity until formal appointment can be approved at an AGM pursuant to a broad Call for Applications/Nominations.
- ~~d.~~ e. ~~Should a Member wish to stand for election for an available position in the proposed slate they shall obtain a nomination form from CSME. The nomination form, signed by at least five voting Members, may be submitted to the Nominating Committee no later than 45 days prior to CSME's annual general meeting.~~ Should a Member wish to stand for election for an available position in the proposed slate they shall obtain a nomination form from CSME. The nomination form, signed by at least five voting Members, may be submitted to the Nominating Committee no later than 45 days prior to CSME's annual general meeting.

Commented [GG5]: Clause reworded for added clarity.

19. Cost of Publishing Proposals for Annual Members' Meetings

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented

Commented [GG6]: These clauses are revised to reflect procedural changes adopted by Executive Cttee in March 2018.

Commented [GG7]: Clause is obsolete as notices are no longer printed.

~~unless otherwise provided by ordinary resolution of the members present at the meeting.~~

18. Timing of Appointments

~~The termination of former directors and the continuation or new appointment of directors, as approved by Members at the Annual General meeting pursuant to due consideration of the Nominating Committee Report, shall be effective upon termination of the AGM.~~

Commented [GG8]: This Clause reflects the practice adopted by Executive Committee in 2018.

20.19. Place of Members' Meeting of Members

Subject to compliance with section 159 (Place of ~~Members' Meeting of Members~~) of the Act, ~~in person~~ meetings of ~~the~~ members may be held at any place within Canada determined by the ~~board~~ Board.

Commented [GG9]: It is proposed further below that meetings of members may be held strictly electronically if need be.

21.20. Persons Entitled to be Present at Members' Meeting of Members

Members, non-members, directors and the public accountant of the Corporation are entitled to be present at a meeting of members. However, only those members entitled to vote at ~~the a members' meeting of members~~ according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting.

22.21. Chair of Members' Meetings of Members

The President of the CSME shall chair meetings of ~~m~~Members. In the event the President is absent, the Senior Vice President shall act as chair. In the event that the President and the Senior Vice President of the CSME are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

23.22. Quorum at Members' Meetings of Members

At any annual or special general meeting ~~of members~~, five percent (5%) of voting members present in person or by proxy, as verified by the Senior Vice-President, shall constitute a quorum.

24.23. Votes to Govern at Members' Meetings of Members

At any meeting of members, every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

25.24. Participation by Electronic Means at Members' Meetings of Members

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a

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meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

~~26-25.~~ **Members' Meeting of Members Held Entirely by Electronic Means**

Meetings of members may ~~not~~ be held entirely by telephonic, an electronic or other communication facility.

Commented [GG10]: This will allow AGMs to be held entirely by virtual/telecommunications means.

~~27-26.~~ **Number of Directors**

The ~~board~~Board shall consist of the number of directors specified in these ~~se~~ articles.

~~28-27.~~ **Term of Office of Directors**

The terms of office of ~~all~~ Directors shall be two years which will be renewable.

~~29-28.~~ **Calling of Meetings or Ballots of Board of Directors**

The Board of Directors of the CSME shall hold its regular meetings two or more times during each fiscal year to receive the report of the activities of its ~~Executive~~ Committees and to conduct such other business as may be necessary. The Executive Committee may call for additional meetings ~~and ballots~~ of the Board of Directors, wherein ~~attendance-participation~~ and voting may be conducted using electronic means.

Commented [GG11]: (e)ballots are another effective and popular way of obtaining quicker decisions/approvals by the BoD.

Commented [GG12]: Requirement to report regularly to the Board should apply to all committees.

~~30-29.~~ **Notice of Meetings of Board of Directors**

Notice of the time and place for the holding of a meeting of the ~~board~~Board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of the Corporation not less than 30 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting needs to specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

~~31-30.~~ **Regular Meetings of the Board of Directors**

The ~~board~~Board may appoint a day or days in any month or months for regular meetings of the ~~board~~Board at a place and hour to be named. A copy of any resolution of the ~~board~~Board fixing the place and time of such regular meetings of the ~~board~~Board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

32-31. Votes to Govern at Meetings of the Board of Directors

- a. At all meetings of the ~~board~~Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.
- b. Quorum at Board of Directors shall be ~~51~~0% of the number of Directors holding office at the time of the ~~board~~Board of directors meeting.

Commented [GG13]: 10% seems too low. The 1989 version of the By-Laws called for 50%. 50% should be easy to achieve given electronic participation.

32. Appointment of Officers

~~The Board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer may, but need not, be a director unless these by-laws otherwise provide. Two or more offices may be held by the same person.~~

Commented [GG14]: Relocating former Clause 34.

33. Executive Committees of the Board of Directors

~~The Executive Committee of the CSME shall be responsible for the management of the affairs of the Society, in accordance with the policies adopted by the Board of Directors.~~

Commented [GG15]: This Clause deals exclusively with the Exec Cttee.

~~The Executive Committee shall report to each regular meeting of the Board of Directors of CSME concerning the proceedings of and the action taken by the Executive of CSME.~~

Commented [GG16]: Spelling basic mandate and duties.

~~The Executive Committee of the Board of Directors of CSME shall comprise:~~

- a. the President;
- b. the Senior Vice President;
- c. the Honorary Treasurer;
- d. the Honorary Secretary;
- e. ~~the most immediate living Past-President;~~
- f. ~~the Vice-President, Technical Programs;~~
- e.g. ~~the Executive Director (non-voting).~~

Commented [GG17]: As approved by BoD in October 2019.

Commented [GG18]: As per actual practice since 1970.

34. Appointment of Officers

~~The board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer may, but need not, be a director unless these by-laws otherwise provide. Two or more offices may be held by the same person.~~

35-34. Description of Directors and Officers

Unless otherwise specified by the ~~board~~Board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, if

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designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- a. President ~~—~~—The President shall represent the Society at official functions and shall chair all meetings of the Board of Directors and the Executive Committee, at all Annual General Meetings and Special General Meetings, and shall ex officio be a member of all Committees of the Society.
- b. Senior Vice President ~~—~~—The Senior Vice-President shall ex officio be a member of all Committees of the Society and shall, in the event of the absence or disability of the President, perform the duties of the President. In addition, the Senior VP shall chair CSME's Membership Committee.
- c. Vice-President, Technical Programs – The VP Technical programs shall be responsible for the organization and coordination of Technical Committees and shall perform such other duties as may be assigned by the Board of Directors.
- e.d. ~~—~~ Honorary Treasurer ~~—~~—The Honorary Treasurer shall ~~represent the Society at all meetings of the Finance Committee of the Society, shall~~ have general charge of the finances of the Society and shall perform such other duties as may be assigned by the Board of Directors.
- e. Honorary Secretary ~~—~~—The Honorary Secretary shall prepare ~~as-if~~ required: the minutes and agendas of the Society, and shall be responsible for the maintenance of the Society's archives during his term of office.
- e.f. ~~—~~ Chairs of Standing Committees ~~—~~—The Chair of each of the Standing Committees, created by the Board of Directors as required, shall chair all meetings of title Committee and shall perform such other duties as may be assigned by the Board of Directors. The Chair shall be a voting member of the Board of Directors, and shall report regularly to the Board on the activities of the Committee of Directors at all semi-annual Board of Directors meetings on the activities of the Committee.
- e. ~~Regional Vice President— Each Regional Vice President shall be responsible for the affairs of his region, shall be chair of the Regional Council if one exists, and shall report regularly to the Board of Directors at all semi-annual Board of Directors meetings on the activities of the Region. The Regions shall be established by the Board of Directors as required.~~
- g. Chairs of Special Committees – The Chair of each of the Special Committees, created by the Board of Directors as required, shall chair all meetings of title Committee and shall perform such other duties as may be assigned by the Board of Directors. The Chair shall be a non-voting member of the Board of Directors and shall report to the Board on the activities of the Committee at all semi-annual Board of Directors meetings.
- h. Chairs of Technical DivisionsCommittees – The Chair of each Technical Division Committee (TC) shall be responsible for the development of programs-activities to support the technical interests of members of the divisioncommittee. The Chair shall be a voting member of the Board of Directors and shall report to the Board on the activities of the Committee at all semi-annual Board of Directors meetings. responsible for the appointment of all Executives for his Division and the presentation of an annual budget, reports of proceedings and financial statements to the Board of Directors of CSME. The Board of Directors shall establish the Technical DivisionsCommittees as required.

Commented [GG19]: Reflects duty delegated many years ago.

Commented [GG20]: As per Board approval in October 2019.

Commented [GG21]: There has not been a Finance committee in decades.

Commented [GG22]: Clarifying that Exec Dir prepares agendas and minutes.

Commented [GG23]: Clarifying that Standing Cttee Chairs hold a voting position on the Board.

Commented [GG24]: Regional VP Offices abolished by BoD in Oct 2019, effective AGM 2020.

Commented [GG25]: New Clause to reflect existence of Special Committees

Commented [GG26]: The technical divisions have been called technical committees for many years.

ANNEX T (cont'd)

f.i. ~~Executive Director – The Executive Director shall be the Executive officer of the Society, under the direction of the Board of Directors, to which he/she shall report. The Executive Director shall attend all meetings of the Society, including the Board of Directors and of the Executive Committee, in an ex officio non-voting capacity. The Executive Director shall act as Secretary during Board and Executive Committee meetings, be responsible for the execution of the decisions of the Board of Directors, and provide other services as may be contracted from time to time by the Board of Directors through a Contract for Services.~~

Commented [GG27]: Reflects a formal office and role that has been in existence for many years.

36-35. Vacancy in Office

In the absence of a written agreement to the contrary, the ~~board~~Board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- a. the officer's successor being appointed;
- b. the officer's resignation;
- c. such officer ceasing to be a director (if a necessary qualification of appointment);
or
- d. such officer's death.

~~If the office of any officer of the Corporation shall be or become vacant, the directors Executive Committee or the Board may, by ordinary resolution, appoint a person to fill such vacancy on an acting capacity until such time that their official appointment is approved at an official meeting of Members pursuant to a broad Call for nominations.~~

Commented [GG28]: Clarifying that interim appointment of officers is on an acting capacity until such time that they are officially appointed at an AGM pursuant to a proper call for nominations – as directed by BoD in 2018.

37-36. Method of Giving Any Notice

The Board of Directors shall meet following CSME's annual general meeting to elect the officers of CSME. It shall meet at least two times in each year at such times and places as the President may designate. Written notice of meetings shall be supplied at least 30 days in advance.

If a majority of the Board of Directors consent, they may participate in a meeting of Directors or of a committee of Directors 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 Director so participating in a meeting is deemed to be present at the meeting.

38-37. Copyright Ownership of Original Documents

CSME owns the copyright to all original publications published by CSME. These include, but are not limited to: the CSME *Bulletin*, ~~the Transactions of the Canadian Society for Mechanical Engineering; and~~ the proceedings of CSME conferences.

Commented [GG29]: The Transactions of the CSME are now owned by Canadian Science Publishing.

39-38. Invalidation of any Provisions of this By-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

40-39. Omissions and Errors

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The accidental omission to give any member, director, officer, member of a committee of the ~~board~~Board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

~~41-40.~~ **Mediation and Arbitration**

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

~~42-41.~~ **Dispute Resolution Mechanism**

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the ~~board~~Board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b. The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

~~43-42.~~ **By-laws and Effective Date**

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Subject to the articles, the ~~board~~Board of directors may, by ordinary resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the ordinary resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

CSME Nominating Committee Report

Submitted by Sushanta Mitra, Chair

The Nominating Committee of the CSME Board of Directors (BoD) is recommending, for approval by members at 29 Nov 2020 AGM, the following BoD appointments effective at the end of the AGM:

CSME BoD POSITION	2019-2020 INCUMBENT	2020-2021 NOMINEE	PROPOSED TERM
Executive Committee			
President	Maciej Floryan	Mina Hoorfar	1 st yr of 2 yr term
Senior Vice President	Mina Hoorfar	Alex Czekanski	1 st yr of 2 yr term
Immediate Past President	Sushanta Mitra	Maciej Floryan	1 st yr of 2 yr term
Honorary Treasurer	Eric Lanteigne	Eric Lanteigne	1 st yr of 2 yr term
Honorary Secretary	David Weaver	David Weaver	1 st yr of 2 yr term
Vice-President, Technical Programs	Xianguo Li (acting)	Xianguo Li	1 st yr of 2 yr term
Executive Director	Guy Gosselin	Guy Gosselin	1 st yr of 2 yr term
Standing Committees			
CSME Congresses	Alex Czekanski	Alex Czekanski	1 st yr of 2 yr term
History**	Sam Nakhla	Farid Golnaraghi	1 st yr of 2 yr term
Membership	Mina Hoorfar	Alex Czekanski	1 st yr of 2 yr term
Student Affairs	Marina Freire-Gormaly	Marina Freire-Gormaly	1 st yr of 2 yr term
Professional Affairs	(new cttee being created)	Faizul Mohee	1 st yr of 2 yr term
National Design Competition	Roger Carrick (act.)	Roger Carrick	1 st yr of 2 yr term
Student Paper Competition	Mina Hoorfar	Mina Hoorfar	1 st yr of 2 yr term
Technical Committees			
Advanced Energy Systems	Xianguo Li	Xili Duan	1 st yr of 2 yr term
Biomechanics & Biomedical Eng.	Ali Ahmadi	Hossein Rouhani	1 st yr of 2 yr term
Computational Mechanics	Maciej Floryan	Maciej Floryan	1 st yr of 2 yr term
Eng. Analysis & Design	Kamran Behdinan	Kamran Behdinan	1 st yr of 2 yr term
Environmental Engineering	Horia Hangan	Horia Hangan	1 st yr of 2 yr term
Fluid Mechanics Engineering	Martin Agelin-Chaab (act)	Martin Agelin-Chaab	2 nd yr of 2 yr term
Heat Transfer	Dominic Groulx	Sunny Li	1 st yr of 2 yr term
Machines and Mechanisms	Eric Lanteigne	Eric Lanteigne	1 st yr of 2 yr term
Manufacturing	Alex Czekanski	Alex Czekanski	1 st yr of 2 yr term
Materials Technology	Frank Cheng	Frank Cheng	1 st yr of 2 yr term
Mechatronics, Robotics and Controls	Farrokh Janabi-Sharifi	Farrokh Janabi-Sharifi	1 st yr of 2 yr term
Microtechnology and Nanotechnology	Mohsen Akbari	Mohsen Akbari	2 nd yr of 2 yr term
Transportation Systems	Yuping He	Yuping He	1 st yr of 2 yr term

All above positions have voting privileges on the BoD. In addition, the following BoD positions with no voting privilege, one of which (*) is appointed by another organization (CSP), are recommended for approval. **The Board converted the History Special Cttee to a Standing Cttee with voting Board Chair privileges.

Publications			
Bulletin Editor	Pouya Rezai	Pouya Rezai	1 st yr of 2 yr term
Bulletin Associate Editor	Marc Secanell	Marc Secanell	1 st yr of 2 yr term
Transactions Editor*	Marius Paraschivoiu	Marius Paraschivoiu	ending July 2022
Special Committees			
CNC-IUTAM	Marco Amabili	Marco Amabili	ending Dec 2021
Honours and Awards	Sushanta Mitra	Maciej Floryan	1 st yr of 2 yr term
Nominating	Sushanta Mitra	Maciej Floryan	1 st yr of 2 yr term