



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**

**Amendments effective Oct 2016**

**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

**"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.

## **4. 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 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.

## **5. Financial Year**

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

## **6. 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 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 of directors may by ordinary resolution from time to time designate, direct or authorize.

## **7. 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

- 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. 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.

## **9. 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 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 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 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. 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. Notice of Members Meeting**

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. Members Calling a Members' Meeting**

The 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. Absentee Voting at Members' Meetings**

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;
- 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.

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. 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 established by the board by ordinary resolution of the membership renewal date the members in default shall automatically cease to be members of the Corporation.

#### **15. 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 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. 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. Discipline of Members**

The 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 in its sole discretion;
- c. for any other reason that the 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 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, shall provide twenty (20) days notice of 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, 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, 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 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's decision shall be final and binding on the member, without any further right of appeal.

## **18. Proposals Nominating Directors at Annual Members' Meetings**

- 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 deemed necessary and selected by the Executive Committee.
- b. No fewer than 120 days prior to CSME's annual general meeting, the Nominating Committee shall seek the names of eligible Members to consider for possible nomination as Directors for the available positions. This notice may consist of an application process for potential Directors.

- c. The Nominating Committee shall, where any vacancy exists in any Board of Directors position, other than those of President and Senior Vice-President, present nominations to the Board of Directors to fill the vacancy.
- d. 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.

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

### **20. Place of Members' Meeting**

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

### **21. Persons Entitled to be Present at Members' Meetings**

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 members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting.

### **22. Chair of Members' Meetings**

The President of the CSME shall chair meetings of 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. Quorum at Members' Meetings**

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

### **24. Votes to Govern at Members' Meetings**

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. Participation by Electronic Means at Members' Meetings**

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 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. Members' Meeting Held Entirely by Electronic Means**

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

## **27. Number of Directors**

The board shall consist of the number of directors specified in the articles.

## **28. Term of Office of Directors**

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

## **29. Calling of Meetings 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 Committee and to conduct such other business as may be necessary. The Executive Committee may call for additional meetings of the Board of Directors wherein attendance and voting may be conducted using electronic means.

## **30. Notice of Meeting of Board of Directors**

Notice of the time and place for the holding of a meeting of the 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. Regular Meetings of the Board of Directors**

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the 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. Votes to Govern at Meetings of the Board of Directors**

- a. At all meetings of the 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 10% of the number of Directors holding office at the time of the board of directors meeting

### **33. Committees of the Board of Directors**

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.

### **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. Description of Directors**

Unless otherwise specified by the board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, if 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.
- c. 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.
- d. Honorary Secretary - The Honorary Secretary shall prepare as 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. Chair of Standing Committee - The Chair of each of the Standing Committees created by the Board of Directors 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 member of the Board of Directors, and shall report regularly to the Board of Directors at all semi-annual Board of Directors meetings on the activities of the Committee.
- f. 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 Technical Divisions - The Chair of each Technical Division shall be responsible for the development of programs to support the technical interests of members of the division. The Chair shall be 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 Divisions as required.

### **36. Vacancy in Office**

In the absence of a written agreement to the contrary, the 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 may, by ordinary resolution, appoint a person to fill such vacancy.

### **37. 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. 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; the proceedings of CSME conferences.

### **39. Invalidity 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. Omissions and Errors**

The accidental omission to give any notice to any member, director, officer, member of a committee of the 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. 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. 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 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. By-laws and Effective Date**

Subject to the articles, the 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.