



A member society of the  
Engineering Institute of Canada  
Une société membre de  
l'Institut canadien des ingénieurs



**The Constitution and Bylaws  
of the  
The Canadian Society of Senior Engineers (CSSE),  
La Société canadienne des ingénieurs seniors (SCIS)  
a member society of the  
ENGINEERING INSTITUTE OF CANADA  
as revised on October 15, 2014**

**THE CONSTITUTION**

**Article 1. Founding**

The Canadian Society of Senior Engineers (CSSE), La Société canadienne des ingénieurs seniors (SCIS), formerly the Life Members Organization (LMO), a committee of the Council of the Engineering Institute of Canada (EIC), was incorporated as a Member Society of EIC on September 22, 2002, as requested by Leonard A. Bateman, Chairman of the LMO. On a motion by Guy Gosselin, seconded by Mohamed El-Hawary, the resolution “That the LMO’s application for membership as a Member Society be accepted”, was approved by resolution of the Council, chaired by EIC President Kenneth W. Putt.

At the May 14, 2011 meeting of the Board of Directors it was proposed by Jean-Guy René to change the French name and subtitle to La Société canadienne des ingénieurs seniors (SCIS), as shown above, to make the French language more appropriate to Members senior in experience and responsibility rather than merely senior in age.

At the October 15, 2014 meeting of the Board of Directors by teleconference the English name was changed to The Canadian Society of Senior Engineers, to make the English part of the name conform to the French name.

**Article 2. Type of Organization**

The CSSE-SCIS shall be registered with the Canada Revenue Agency (CRA) as a Canadian charitable organization (Registered Charity) in accordance with CRA regulations.

### **Article 3. The CSSE/SCIS Collective**

The CSSE/SCIS collective shall comprise a body of senior engineers, applied scientists and others who have worked in an engineering environment, including a Canadian engineering environment, or have otherwise practiced in and supported the profession for over 20 years, who have given long and loyal service to their professions and who, through the mission and objectives of the organization, are desirous of paying back to Canada and its institutions something of what they have learned and received.

### **Article 4. Objectives**

CSSE/SCIS shall operate so as to maximize the well-being of all Canadians, drawing upon the practical experience, knowledge, skills and wisdom of its senior, multi-disciplinary membership by:

- (1) advocating specific strategies leading to public policies that are in Canada's best interest;
- (2) supporting Canadian youth aspiring to careers in engineering, science and/or related disciplines;
- (3) promoting public awareness of the engineering history of Canada;
- (4) honouring, publicly, Canadians who have made significant contributions to the advancement of engineering, science and/or applied science in Canada;
- (5) conducting, and otherwise supporting, international, national and local symposia, seminars, programs, speaker engagements, technical meetings;
- (6) maintaining an alliance for its members through communications by newsletters, either by regular mail or by electronic means as well as by gatherings and fellowship as deemed appropriate at the local, regional or national levels.

### **Article 5. Management**

CSSE/SCIS shall be managed by a Board of Directors elected by the membership, and shall be governed by this set of By-laws and Standard Operating Procedures ratified by the membership.

### **Article 6. Amendments to Constitution**

This Constitution may be altered, added to, or rescinded by a resolution passed by not less than three-fourths of the Members present in person at an Annual General Meeting or a Special Meeting called for that purpose. A notice shall be given to the Board of Directors on proposed amendments to the Constitution at least thirty (30) days prior to the Annual General Meeting or Special Meeting and shall set out the import, but need not contain the exact wording of the Special Resolution to be proposed.

## **HISTORIC NOTES**

The Life Members Organization was constituted by resolution of EIC Council on May 28, 1967 and May 28, 1971. Since the above noted resolutions were passed, the Engineering Institute of Canada (EIC) has undergone significant change. It has become an Organization of Member Societies who may have their own Life Member lists, collect money in lieu of the Member Society annual membership fees, and so on.

# THE BYLAWS

## PURPOSE AND MEMBERSHIP

### 1.1 Purpose

The Canadian Society of Senior Engineers/**La Société canadienne des ingénieurs séniors** (CSSE/SCIS) is a charitable entity. Such operations are to be carried on without the object of gain for members. Any profits or other accretions to the Society shall be used solely in promoting its objectives.

### 1.2 Standard Operating Procedures

Standard Operating Procedures (SOPs) represent the policies and practices approved by the Board of Directors from time to time and maintained by the Secretary. They describe those policies and procedures that the organization uses to manage and guide its day-to-day operations. For simplicity, SOPs will not be referred to in further clauses of these Bylaws.

### 1.3 Membership Categories

Membership categories shall be as directed by the CSSE-SCIS Board of Directors.

**Member Category:** There shall be no restriction for Membership in the CSSE/SCIS for an Engineer who has practiced in Canada and/or has been a member of one of the Learned Societies, or Professional Associations and is approaching retirement from full-time employment, is semi-retired, or retired from active engineering practice. Such applicants when accepted by the CSSE/SCIS shall be designated Members of the CSSE/SCIS

**Associate Member Category:** In addition to the Membership category outlined above, there shall be a CSSE/SCIS Associate Member category. An Associate Member shall be a graduate in a non-engineering field of study from a post-secondary educational institution and who supports the Mission and Objectives of the CSSE/SCIS. Duties, privileges and restrictions of Associate Members are as delineated in each of these Bylaws. Unless specified otherwise, annual Associate Members' dues, membership rights and responsibilities shall be the same as for Members, with the exception that an Associate Member may not become President-Elect or President of the Society.

**Honorary Categories:** The Board may appoint Honorary Members and/or Honorary Fellows in recognition for work done for the Profession, including CSSE/SCIS.

The Board may appoint Honorary Members who are not Engineers or Applied Scientists in recognition of exceptional services provided or contributions made to the CSSE/SCIS.

#### **1.4 Membership Dues, Fees and Assessment**

The dues assessed in each category of Membership and the process for levying and receiving fees, dues or other amounts from Members in each category shall be as directed by the Board of Directors. Honorary Members and Honorary Fellows are not required to pay annual dues.

#### **1.5 Membership Application and Nomination**

All applications for Membership in the CSSE/SCIS shall be submitted on the approved form submitted to the Secretary, or the designated management organization (Administrator) as applicable at the time of application.

#### **1.6 Referrals**

Each Member Society of the EIC is invited to make its list of retired or life members available to the CSSE/SCIS insofar as compatible with applicable confidentiality legislation. The CSSE/SCIS will then consider such Members as belonging also to the CSSE/SCIS, provided they agree to pay the CSSE/SCIS annual membership dues. Their names shall be added to the database to enable them to receive such publications as are produced for and by the CSSE/SCIS. The objective is to keep senior engineers informed while keeping their personal information private.

### **DIRECTORS**

#### **2.1 Constitution of the Board**

The CSSE/SCIS shall be governed by a Board of Directors (The Board), consisting of not less than nine (9) Directors, one of whom shall be the immediate Past-President.

#### **2.2 Election of Directors**

At each Annual General Meeting, held between April 1<sup>st</sup> and June 30<sup>th</sup>, the Members shall elect Directors to fill the vacancies on the Board created by those Directors whose terms of office have expired and not agreed to continue, or of those Directors who have resigned.

A Director, whose initial term has expired, if not declared vacant, shall be eligible for re-election. The immediate Past-President shall be a Director without election.

### **2.3 Term of Office**

The term of office for a Director shall be a minimum of one (1) year up to three (3) consecutive years. Additional terms may be served if the Director is active, serves the interests of the CSSE/SCIS and is approved at each succeeding Annual General Meeting.

The term of office for the Treasurer and Secretary or the Secretary-Treasurer shall be from one to three years, unless determined otherwise by the Board of Directors and coincide with each year of approved financial statements.

### **2.4 Attendance, Participation and Proxy of a Director**

A Director, who for a valid reason is unable to attend the Board or Annual Meeting, may delegate his voting authority by proxy to another Member of the Board, who will be present at the said meeting. This will ensure that a quorum is available for all Board meetings. The Secretary will arrange for these proxies.

If a Director is consistently absent from Board meetings, has exhibited little or no participation in the affairs of the Organization, or is otherwise found wanting, the Board may, after due consideration, declare the position vacant.

### **2.5 Filling Vacant Directors Positions**

The Board has the authority to fill vacant positions which have occurred after an Annual General Meeting. These Directors are to serve through the next Annual General Meeting and onward in compliance with the term of office as specified in Bylaw 2.3.

## **PROCEEDINGS OF DIRECTORS**

### **3.1 Powers of Directors**

The Directors shall provide the general management of the affairs and business of the Organization and shall transact all such business in accordance with the By-Laws and any resolution of the Members and Associate Members passed at a duly constituted meeting.

### **3.2 Board Meetings**

No fewer than two (2) Board meetings, including teleconferences, shall be held each year, at least two of which shall be at least four (4) months apart and one of which shall be in person.

### **3.3 Notice**

Notice of the time and place for all Board meetings shall be in writing, and shall be mailed, delivered, faxed or e-mailed to all Directors at least thirty (30) days before the date for holding of the meeting, with the exception of teleconferences or e-ballots used for time sensitive decision, which can be initiated by the President at any time such a procedure is warranted.

### **3.4 Quorum for Regular Board Meetings**

(a) For regular Board meetings, four (4) Directors, one of which shall be President, President-elect, or a Vice President, present in person or by phone, or by proxy, as arranged for in Section 2.4 shall constitute a quorum for the purpose of the holding a meeting of the Board.

(b) For other business, three (3) Directors present in person or by phone shall constitute a quorum

### **3.5 Resolution of Directors**

Decisions or resolutions of the Board may be approved by e-mail, once the proposed decision or resolution is e-mailed to all Directors and a majority of Directors return affirmative responses by e-mail.

A resolution shall be passed by a majority of the Directors present in person, or by proxy, or by teleconference or other electronic means in voting at a duly constituted meeting.

### **3.6 Resolution in Writing**

A resolution in writing, signed by all the Directors, shall have the same force and effect as a resolution passed at a meeting of the Board.

### **3.7 Waiver of Notice**

Notwithstanding the provisions of Bylaw 3.3, Directors may waive notice of a Board meeting, or consent to less than thirty (30) days' notice, or no notice, providing a majority of all Directors so waive or consent.

### **3.8 Rules of Order**

If any dispute shall arise at any meeting on a matter of procedure, it shall be settled in accordance with Roberts' Rules of Order.

## **COMMITTEES**

### **4.1 Establishment of Committees**

The Board may establish ad hoc and standing committees; in some cases a single Member with power to add other members, to make recommendations on any specific problem or projects within the objectives of the Organization.

### **4.2 Structure of Committees**

Each committee shall include at least one Director or other Member, and may include one or more Associate Members, in such numbers and combinations as deemed necessary by the Board.

### **4.3 Duration of Committees**

Committees shall be appointed for such periods as the Board of Directors determine. The tenure for each committee shall, however, terminate at the next Annual General Meeting unless reappointed or continued by resolution of the Board of Directors.

### **4.4 Support Programs for Canadian Youth**

The Board may authorize support for young Canadians aspiring to careers in engineering, science and/or related disciplines through programs, such as, but not limited to the provision of financial scholarships, bursaries and/or other support to summer science camps, science fairs and student research projects.

## **OFFICERS**

### **5.1 President**

The President shall preside at all general meetings of the Organization and at all Board meetings.



## **5.2 President-elect**

There shall be a President-elect, who will succeed into the position of President at the expiry of the President's term of office. The President-elect shall perform the duties of the President in his absence or during any period in which he is unable to act.

## **5.3 Vice-President**

There shall be two Vice-Presidents either of whom shall perform the duties of the President or the President-elect in their absence or during any period in which they are unable to act. The Vice Presidents shall represent the President at regional functions of other engineering organizations where CSSE/SCIS representation is appropriate.

## **5.4 Secretary**

It shall be the responsibility of the Secretary to maintain a register of Members, to call meetings of the Board and of the Members on the instructions of the President, and to carry out such other duties as may be assigned to the Secretary from time to time by the Board. Any or all of the above detailed administrative functions may be carried out by a designated management organization under contract with CSSE/SCIS. The Secretary shall oversee the administrative work of the management organization and shall make reports to the Board as required. The Secretary shall record the Minutes of all Board meetings and Annual General Meetings.

## **5.5 Treasurer**

It shall be the duty of the Treasurer to maintain a record of the accounts, to monitor the expenditures of the Organization in compliance with the directives and the policy of the Board, and to consult with the President as to the appropriateness of expenditures. The Treasurer shall ensure that receipts for all donations to the CSSE/SCIS for cash or services in kind annual statements at the end of December each year and interim statements for other meetings of the Board are issued in a timely manner. Any or all of the above detailed administrative and accounting functions may be carried out by a designated management organization (the Administrator) under contract with CSSE/SCIS, and in that event shall be overseen by the Treasurer, who shall make reports to the Board as required.

## **5.6 Secretary-Treasurer**

A combined position of Secretary-Treasurer may be established at the direction of the Board. If any or all of the detailed administrative and accounting functions are

carried out by a designated management organization under contract with CSSE/SCIS, the Secretary-Treasurer shall oversee the administrative and accounting work of the management organization (the Administrator) and shall make reports to the Board as required. The Secretary-Treasurer shall record the Minutes of all Board meetings and Annual General Meetings.

## **ANNUAL BOARD AND GENERAL MEETINGS**

### **6.1 Annual General Meeting**

The Annual General Meeting of the Organization shall be between April 1<sup>st</sup> and June 30<sup>th</sup> of each year on a date and at a location to be determined by the Board.

### **6.2 Special Meeting**

The President, as and when it is considered necessary, may call a Special Meeting of the Organization. Also, the President shall forthwith call a special meeting when requested to do so, in writing, by at least ten (10) Members. The purpose for which such special meeting is required shall be stated in the notice. The business to be transacted at such meeting shall be confined to the purposes set out in the notice.

### **6.3 Procedures for time sensitive Board Meetings**

The President, when time sensitive decisions have to be taken, may initiate the use of a teleconference or an e-ballot by e-mail prior to scheduled Board meetings. Notice of a time sensitive meeting may be sent out by e-mail to the Board Members at any time. Results of e-ballots are to be recorded in the Minutes of the next regular Board meeting.

E-ballots are to be administrated by the President, the Secretary or the Secretary-Treasurer on his behalf in accordance with the procedures described in the SOPs.

### **6.4 Matters at Annual General Meetings including Financial Statements and Budgets**

At the Annual General Meeting, any Member or Associate Member may bring before the meeting any subject or proposal which relates to the affairs of the Organization provided that not less than three (3) weeks before the meeting, he shall have given the Secretary notice thereof in writing. The Treasurer shall also submit Financial Statements and Budgets three weeks in advance.

## **6.5 Time and Place of meetings**

Notice of the time and place of any general meeting shall be in writing and e-mailed or mailed, or delivered, to all Members and Associate Members at least three (3) weeks before the designated date. The Notice shall include the name of all nominees for the position of Director, whether put forward by the Nominating Committee or by way of solicitation pursuant to Bylaw 7.3. The notice shall list the subjects or proposals of which any member has given notice to the Secretary as provided for in Bylaw 6.

## **6.6 Quorum for General Meeting**

Five (5) Members in good standing under these By-laws present in person or by proxy shall constitute a quorum at any General or Special meeting of the Organization. A quorum at an Annual General Meeting shall be the Members present.

## **6.7 Votes**

Each Member and Associate Member shall be entitled to vote in person or by proxy, upon any resolution or question put to a Special or General Annual Meeting.

## **6.8 Method of Voting**

In cases other than the election of the Directors, voting shall be by a show of hands, unless secret ballot is demanded by at least three (3) Members. Such ballot must be demanded before the show of hands. The provision for vote by Proxy as outlined in Bylaw 2.4 shall be valid.

## **6.9 Rules of Procedure**

If any dispute shall arise at any meeting on a matter of procedure, it shall be settled in accordance with Roberts' Rules of Order.

## **6.10 Casting Vote**

The Chair shall be entitled to vote only in the event of an equal division of votes, in which case he shall have a casting vote.

## **6.11 Election of Chairman**

In the absence of the President, the President-elect and both Vice-Presidents, the Members and Associate Members present at a Special or Annual General Meeting may elect one of the attending Board Members to act as Chair of that meeting.

## **NOMINATIONS AND ELECTIONS**

### **7.1 Nominating Committee**

The immediate Past-President or a Director designated by the Board of Directors shall be the Chair of the Nominating Committee with power to add to the committee up to a total of six (6) Members inclusive of the Chair.

### **7.2 Duties of the Nominating Committee**

The Chair of the Nominating Committee shall prepare a list of candidates to fill such vacancies as may occur within the Board, and such list of candidates and proposed Honorary Directors as is to be presented at the time of the Annual General Meeting. He may, if possible, prepare the list of nominees for inclusion in the notice of AGM meeting Newsletter published prior to the Annual Meeting.

### **7.3 Additional Nominations**

Additional nominations may be received at the time of the Annual General Meeting, should there be any unfilled vacancies. The Board is authorized to fill vacant positions identified and approved at the AGM, and new Director positions created between AGM's. All candidates shall be Members or Associate Members of the CSSE/SCIS.

### **7.4 Elections**

A candidate, or candidates, presented by the Chair of the Nominating Committee for filling a vacancy on the Board, shall be deemed to be elected as a Director, if ratified by a majority of Directors and serve until the next following Annual General Meeting.

### **7.5 Officers**

The Officers shall be elected by the Board from among the Directors. The President-elect shall be the President designate. The Term of the President shall be from one to three years. The other Officers to be elected shall be the Secretary and the Treasurer or the Secretary-Treasurer. Vacancies in the positions of the Officers may be appointed from within the Board of Directors from those not already holding office. While the fiscal year coincides with the Calendar year, the Treasurer, or the Secretary-Treasurer will be elected and take office at the Annual General Meeting approval of the CSSE/SCIS Financial Statements and serve until approval of the next fiscal year Financial Statements and serve from one to three

years, unless determined otherwise by the Board. In case the position of the Secretary and the Treasurer or the Secretary-Treasurer becomes vacant before the full term of office has been served, the Board of Directors is authorized to fill the vacancy from within the Board of Directors or from the general membership, effective immediately. All such filled vacancies shall be submitted for approval at the next Annual General Meeting as part of the Nominating Committee Report.

## **7.6 Honorary Memberships and Fellowships**

A newly appointed Fellow is deemed an Honorary Member for the duration of the calendar year in which he or she was appointed, and shall be invited to become a dues-paying Member in the following year.

Noteworthy Members and Associate Members may also be recognized through nominations to the Honours, Awards and Fellowship process of the Engineering Institute of Canada (EIC).

## **DUES AND ASSESSMENTS**

### **8.1 Dues**

The Directors may, on an annual basis, levy dues against the Members and Associate Members.

### **8.2 Assessments**

The Directors may levy special assessments against the Members and Associate Members

### **8.3 Notice of Dues or Assessments**

The Secretary or the Secretary/Treasurer or the designated management organization (the Administrator) under contract with CSSE/SCIS shall notify the Members and Associate Members forthwith upon the setting of dues or assessments by the Board as aforesaid and payment shall be within such time as determined by a resolution of the Board.

## **AMENDMENT TO BY-LAWS**

### **9.1 Amendments to By-laws**

These By-laws may be altered, added to, or rescinded by a resolution passed by not less than three-fourths of the Members and Associate Members present in person at an Annual General Meeting or a Special Meeting called for that purpose. A notice shall be given to the Board of Directors on proposed amendments to the Bylaws at least thirty (30) days prior to the Annual General Meeting or Special Meeting and shall set out the import, but need not contain the exact wording of the Special Resolution to be proposed.

## **AUDITING**

### **10.1 Appointment and Report of Auditor**

The Appointment of an Auditor and Report of Audition will be done in accordance with the Canada Revenue Agency regulations for charities.

### **10.2 Fiscal Year**

December 31<sup>st</sup> in each year shall be the end of the fiscal year of the Organization.

## **CUSTODY AND USE OF THE SEAL**

### **11.1 Seal**

The Seal of the Organization shall be in custody of the Secretary or Secretary-Treasurer or such other person as may be designated by the Directors, and all papers or documents required to be sealed on behalf of the Organization shall be sealed in the presence of the President and the Secretary or the Secretary-Treasurer or of such persons as may be designated by resolution of the Board.

In the absence or unavailability of the Seal of the Organization, the Board may, in lieu of the Seal, designate two Directors to sign any papers or documents on behalf of the Organization.

## **FINANCIAL POWERS OF THE BOARD**

## **12.1 General Borrowing**

For the purpose of carrying out its objectives, the Organization may, from time to time

- a. Borrow money upon the credit of the Organization in such amounts and on such terms as may be deemed expedient, by obtaining loans or advances, or by way of overdraft or otherwise;
- b. Issue or re-issue debt obligations of the Organization;
- c. Pledge or sell such debt obligations for such sums and at such prices as may be deemed expedient;
- d. Mortgage, hypothecate, please or otherwise create a security interest in all or any property, real and personal, immoveable and moveable, undertaking and rights of the Organization, owned or subsequently acquired, to secure any debt obligations of the Organization present or future; or any money borrowed or to be borrowed or any other debt or liability of the Organization present or future;
- e. Delegate to such Officer(s), Director(s), or Committee of Directors of the Organization as the Board may designate, all or any of the foregoing powers to such extent and in such manner as the Board may determine.

## **12.2 Disbursements of Funds**

To meet obligations required by the Canadian Revenue Agency (CRA), the Board may from time to time direct any donations in excess of CSSE/SCIS-specified charitable donations to the EIC Foundation for EIC charitable activities in line with and compatible with CSSE/SCIS Objectives.

## **13.1 Dissolution**

Upon dissolution of the Society all assets after payments of legal debts will be turned over to a qualified donee described in subsection 149.1(a) of the Income Tax Act.

Unless decided otherwise by the Board of Directors and pursuant to Canada Revenue Agency regulations, any residual funds after all financial obligations have been met shall, upon CSSE-SCIS dissolution, be turned over to the EIC (charitable) Foundation.

## **MINUTES, BOOKS AND RECORDS**

### **14.1 Preparation and Custody of Minutes**

The Secretary/Treasurer or such other person, who may be appointed Secretary of a meeting, shall take Minutes of the proceedings of each special or annual meeting of the Organization, each meeting of the Board, and all meetings of

Committees of the Board. Any or all of the above detailed administrative and accounting functions may be carried out by a designated management organization under contract with CSSE/SCIS. The Secretary or Secretary-Treasurer shall ensure acquisition and maintenance of such Minutes.

#### **14.2 Inspection of the Books and Records**

Minutes, books, and records of the Organization shall be available for inspection by Members at all reasonable times during ordinary business hours at the address of the Organization.

### **INTERPRETATION**

#### **15.1 Gender**

In the preparation of these By-laws, it is the intent that they be gender-neutral and, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender as the case may be, and vice versa.

#### **15.2 Society Name**

Whenever the name **Canadian Society of Senior Engineers** or its abbreviation CSSE is used it shall also mean its French language translation **La Société canadienne des ingénieurs séniors (SCIS)** or vice versa, or the full combination of the two, fully spelled out, or as the joint abbreviations (**CSSE/SCIS or CSSE-SCIS**).

**Revised and adopted October 15, 2014**