



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 séniors (SCIS)  
a member society of the  
ENGINEERING INSTITUTE OF CANADA  
(August 29, 2020)**

**THE CONSTITUTION**

**Article 1. Founding**

The Canadian Society of Senior Engineers (CSSE), La Société canadienne des ingénieurs séniors (SCIS), formerly the Life Members Organization (LMO), a committee of the Council of the Engineering Institute of Canada (EIC), was approved 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. The Canadian Society of Senior Engineers (CSSE), La Société canadienne des ingénieurs séniors (SCIS) is the only Constituent Society of the Engineering Institute of Canada to be registered as a Canadian Charitable Organization.

In May 14, 2011 the French name and subtitle was changed to La Société canadienne des ingénieurs séniors (SCIS) from La Société canadienne des ingénieurs ainés (SCIA) as shown above, to make the French language more appropriate to Members senior in experience and responsibility rather than merely senior in age.

In October 15, 2014 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 La Société canadienne des ingénieurs séniors (SCIS).

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.

## **Article 2. Type of Organization**

The Canadian Society of Senior Engineers/La Société canadienne des ingénieurs séniors shall be registered with the Canada Revenue Agency (CRA) as a Canadian charitable organization (Registered Charity) in accordance with CRA regulations. Such operations are to be conducted on a not-for-profit basis without the object of gain for the organization or its members. Any operating surpluses or other accretions to the Society shall be used solely in promoting its objectives.

The CSSE-SCIS acknowledges Bill C-86, Budget Implementation Act, 2018, No.2 which includes new rules to permit charities to carry on unlimited public policy dialogue and development activities (PPDDAs) in furtherance of a stated charitable purpose. Bill C-86 also promotes advancement of education, protecting the environment, promoting volunteerism, protecting human life and property, and promoting industry, trade and commerce. The Income Tax Act permits a charity to fully engage without limitation in PPDDAs that further its stated charitable purpose, provided they never directly or indirectly support political parties or political actors.

During the past several years reviews of the role and function of CSSE-SCIS by the Canadian Revenue Agency (CRA) have occurred. The CSSE-SCIS Board has incorporated constructive recommendations proffered by CRA and has revised its Constitution and Bylaws to ensure compliance with Bill C- 86.

## **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 non-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 forward to Canada and its institutions something of what they have learned and received.

Membership in the CSSE-SCIS does not confer on its Members any rights, privileges, or authority to practice as an Engineer, or use the P.Eng. or ing. designation, as such rights can only be authorized and granted by Provincial and Territorial Engineering regulatory bodies.

The French version of the previous paragraph follows:

L'adhésion à la SCIS, une société technique savante caritative, ne confère à ses membres aucun droit, privilège ou autorité pour exercer la profession d'ingénieur ou utiliser la désignation P. Eng. ou ing., car ces droits ne peuvent être autorisés et accordés que par les organismes provinciaux de réglementation de la profession d'ingénieur/e.

Since its inception in 2002, CSSE-SCIS has contributed to the well-being of all Canadians through its programs and activities within its mandate notably by issuing apolitical 'learned opinions' based on the unique and vast experience of its Members for the benefit of Canadian society, as well as funding a growing list of donations to qualifying students and organizations.

In addressing issues of increasing concern to the younger generation and those of its Members that make a difference in the younger generation's future professional, economic, and social development choices and opportunities, and in keeping with its charitable purposes, CSSE-SCIS will benefit local, provincial or national societal dialogues by expressing non-political learned insights based on the extensive experience of its Members on the development or introduction of policies and programs. While the contributing of donations to Canadian youth and their supporting organizations is a foundational element of CSSE-SCIS' mandate, support through providing learned insights and mentorship in our areas of unique knowledge and experience may well be of unrivaled value and importance to youth seeking engineering careers.

#### **Article 4. Mission and Objectives**

##### **Mission**

Maximize the well-being of all Canadians, drawing upon the practical experience, knowledge, skills and wisdom of its senior, multi-disciplinary membership by, *inter alia*, the following objectives:

##### **Objectives**

Promote excellence and efficiencies in the profession of engineering in Canada by:

- Providing funds to qualified donees who support Canadian youth aspiring to have careers in engineering, science and/or related disciplines;
- Promoting public awareness of the engineering history of Canada;
- Mentoring and adjudicating awards of technical excellence for students;

- Conducting, and otherwise supporting, international, national and local symposia, seminars, programs, speaker engagements, technical meetings with regards to Canadian engineering.

### **Article 5. Management**

CSSE/SCIS shall be managed by a volunteer Board of Directors elected by its membership, and shall be governed by its By-laws and by Standard Operating Procedures ratified by the membership. The Board has created a Committee of Officers to manage its business between Board meetings. It is made up of the following four or five Officers: President, President-Elect, Past President, Secretary and Treasurer or Secretary-Treasurer. Upon the vacancy of one or more Officers' positions, the Committee of Officers may designate one of its remaining Officers to assume the position or name a Director or Member as a Committee member, pro tem. The Board may retain a part time administrator to assist it with collection of annual membership dues and donations and disbursement of accounts payable.

### **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 in good standing present in person, or by vetted proxy, 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.

### **Classes of Membership**

The Engineering Profession as a whole has undergone significant changes in its professional practice and has evolved into an integrated practice of interlocking and often overlapping relationships between professional engineering practices and that of the applied scientists and interdisciplinary professions. It should be emphasized that this is particularly true at the senior level of professional practice, which is reflected in CSSE-SCIS' collective membership regardless of the degree earned at graduation or subsequent specialty attained. In recognition of the increasingly integrated and interdisciplinary relationships amongst professional engineers and applied and natural scientists, CSSE-SCIS, after its early phase of being based entirely on senior members of the engineering profession, now has two classes of Membership:

- Members comprising traditional engineering professionals and;
- Associate Members comprising other applied scientists and other aligned professionals.

### **Principle of Professional Equality**

The duality of CSSE-SCIS' membership, unique amongst Learned Societies, establishes a principle of societal equality of its two categories of membership at the senior level of professional practice. CSSE-SCIS recognizes the need to carry the uniqueness of this duality forward in the Society's rich tapestry of its complementary Honours and Awards program, thus providing a distinct but equally honorable path for each category of membership. Each Recipient of an Award retains his or her own professional identity.

# THE BYLAWS

## MEMBERSHIP

### 1.1 Membership Categories

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

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

**Associate Member:** 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 CSSE-SCIS. Duties, privileges and restrictions of Associate Members are as delineated in 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.

### 1.2 Honours and Awards Categories

Honours and Award categories shall be as directed by CSSE-SCIS' Board of Directors.

The Board of Directors may, through its Honours and Awards process, bestow Honours and Awards upon Members and Associate Members of the Society. The Board of Directors may also honour individuals who are not Members or Associate Members in recognition of meritorious services provided to the engineering profession or contributions made to the CSSE/SCIS.

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

**Fellowship**

The Board of Directors may bestow a Fellowship Award (FCSSE-MSCIS) upon an Engineer who may or may not be a current Member of the Society.

**Honorary Fellowship**

The Board of Directors may bestow an Honorary Fellowship Award FCSSE (Hon) upon a non-Engineer who may or may not be an Associate Member of the Society.

**Honorary Membership**

The Board of Directors may bestow Honorary Membership upon individuals of the public who have a high level or degree of public profile or upon members of other professions who have made a notable service contribution to Canadian society or to the engineering or the science professions.

**Meritorious Service Award**

The Board of Directors may bestow a Meritorious Service Award to Members and Associate Members for professional services and/or contributions to CSSE-SCIS.

**1.3 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.

**1.4 Fellowship and Honorary Membership Dues**

A new Fellow or Honorary Member, who is not a current Member or an Associate Member, upon a decision by the Board, may have annual dues waived for the duration of the calendar year in which he or she was appointed. Unless otherwise directed by the Board, newly appointed Fellows and Honorary Members, shall be invited to become a dues-paying Member or Associate Member in the following year. Honourary Fellows shall be exempt from dues.

**1.5 Membership Application and Nomination**

All applications for Membership in CSSE-SCIS shall be submitted on the approved form along with dues payment to the Secretary, or 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 CSSE-SCIS insofar as is compatible with applicable confidentiality legislation. CSSE-SCIS will then consider such Members as belonging also to CSSE-SCIS provided they agree to pay CSSE-SCIS annual membership dues. Their names shall be added to CSSE-SCIS' database to enable them to receive communications and publications produced for and by CSSE-SCIS. The objective is to keep senior engineers informed while keeping their personal information private.

## **DIRECTORS**

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

CSSE-SCIS shall be governed by a volunteer Board of Directors (The Board), consisting of not less than nine (9) regionally dispersed Directors, one of whom shall be the immediate Past-President. Details of Regional Representation and definition of Regions are documented in CSSE-SCIS' Member approved Standard Operating Procedures (SOP's).

The Board's membership may also include Honorary (ex-officio) Directors.

### **2.2 Election of Directors**

At each Annual General Meeting, the Members shall elect Directors to fill the vacancies on the Board created by those Directors whose terms of office have expired, or of those Directors who have resigned.

A Director, whose term has expired, shall be eligible for re-election. The immediate Past-President, Secretary, Treasurer or Secretary-Treasurer shall be confirmed annually by vote of Members at each Annual General Meeting.

### **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 CSSE-SCIS and is re-elected at succeeding Annual General Meetings.

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 shall 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 vetted 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 receive and verify the validity of these proxies.

If a Director is consistently absent from Board meetings, has exhibited little or no participation in the affairs of the Organization, and/or is publicly contrarian to



policies and positions adopted by the Board the Board may, after due consideration, declare the position vacant.

## **2.5 Filling Vacant Directors Positions**

The Board may appoint a Director to fill a vacant position which has occurred after an Annual General Meeting. Appointed Directors terms expire at the next Annual General Meeting 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, or conditions not permitting, by virtual means using internet audio/visual technology.

### **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. 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.

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

(a) For regular Board meetings, four (4) Directors, one of which shall be President, President-elect, Past President or a Vice President, present in person or by phone, or by vetted 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**

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

Decisions or resolutions of the Board may also 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.

### **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 committee comprising a single Member with power to add other members, may be established to make recommendations on any specific issue 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**

Standing Committees of the Board will be deemed continued unless the Board votes otherwise.

All other 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 Canadian students in or aspiring to careers in engineering, science and/or related disciplines through programs, such as, but not limited to the provision of financial awards, 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 or her absence or during any period in which he or she is unable to act.

### **5.3 Vice-President(s)**

There may be up to 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. In the absence of the President, the President-Elect or a Vice-President, or in their unavailability, any Member of the President's selection may do so.

### **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 contracted resource. The Secretary shall oversee all contracted secretarial-related administrative work and shall make reports to the Board as required. The Secretary shall support Board and AGM meetings by issuing agendas, registering meeting proxies, as well as relevant documents and shall subsequently record the Minutes of all Board meetings as well as Special 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 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 contracted resource 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.

## **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 July 31<sup>st</sup> of each year on a date and at a location to be determined by the Board.

The Notice of the Annual General Meeting 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.

## **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 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.

## **6.4 Time and Place of General and Special Meetings**

Notice of the time and place of any General or Special 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 list the subjects or proposals of which any member has given notice to the Secretary as provided for in Bylaw 6.

## **6.5 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 in person or attending virtually via electronic audio/visual means.

## **6.6 Votes**

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

## **6.7 Method of Voting**

In cases other than the election of the Directors, voting shall be by a show of hands, or if virtually by roll call of those present, unless a 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 vetted Proxy as outlined in Bylaw 2.4 shall be valid.

## **6.8 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.

## **6.9 Casting Vote**

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

## **6.10 Election of Chair**

In the absence of the President, the President-elect, the Past President and the 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 or she may, if possible, prepare the list of nominees for inclusion in the 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. All candidates shall be Members or Associate Members in good standing of the CSSE/SCIS.

### **7.4 Elections**

A candidate, 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.

### **7.5 Officers**

The Officers shall be elected by the Board from among the Directors. Subject to annual re-election as a Director by the Members, the President, the Secretary and the Treasurer or the Secretary-Treasurer may each serve up to three consecutive one year terms. The President-elect shall be the President designate.

Vacancies in the positions of the Officers may be appointed from within the Board of Directors or, as required, from Members or Associate Members not already holding office.

All such filled vacancies shall be submitted for approval at the next Annual General Meeting as part of the Nominating Committee Report.

While the fiscal year coincides with the Calendar year, the Treasurer, or the Secretary-Treasurer will take office at the Annual General Meeting and serve until approval of the next fiscal year's Financial Statements

## **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 Administrator 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, lease 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 a qualified donee compliant with the Income Tax Act for charitable activities in line with and compatible with CSSE-SCIS Objectives.

### **12.3 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 contracted resource. 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 August 29, 2020**