

## **BY-LAW NO.1**

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

### **CANADIAN MILITARY ENGINEERS ASSOCIATION**

### **ASSOCIATION DU GENIE MILITAIRE CANADIEN**

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

#### **SECTION 1 – General**

##### **1.01 Definitions**

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 maybe 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’ The latter is a meeting at which all members entitled to vote at an annual meeting of members are entitled to vote;

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

“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.

## **1.02 Interpretation**

In the interpretation of this by-law, 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.

Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

## **1.03 Corporate Seal**

The Executive Director of the Corporation shall be the custodian of the corporate seal.

## **1.04 Execution of Documents**

Deeds, transfers, assignments, contracts, obligations, certificates and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. 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 officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

## **1.05 Financial Year End**

Until changed by the board, the financial year of the Corporation shall end on the last day of December in each year.

## **1.06 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 resolution. The banking business or any part of it shall be transacted by an officer or offices of the Corporation and/or other persons the board of directors may by resolution from time to time designate, direct or authorize.

## **SECTION 2 – Membership**

### **2.01 Membership Conditions**

Subject to the articles, there shall be one class of member in the Corporation. Membership in the Corporation shall be available only to regional Chapters interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by ordinary resolution of the board or in such other manner as may be determined by the board. Each member shall be entitled to receive notice of, attend and vote at all meetings of members of the Corporation. Dues paying individuals of member Chapters shall be referred to as CMEA Associates.

### **2.02 Membership rights**

Members in good standing shall have the right to receive notice of, to attend, and to vote at all meetings of the members. Each member shall notify the Corporation of the name of the individual authorized to represent it and vote on its behalf.

### **2.03 Application for Membership**

A new Chapter seeking admission as a member of the association shall submit to the national President and Chair of the board of directors:

- a. Written application for membership with an undertaking to abide by the association's by-laws and policies as amended from time to time.
- b. Minutes of an inaugural meeting of the Chapter.
- c. A statement of the names of the Chapter Executive Committee.
- d. Detail of the establishment of local banking arrangements.

### **2.04 Acceptance of Membership Applications**

Members shall be accepted into membership on approval of their application by ordinary resolution of the board of directors at any board of directors meeting, if the board is satisfied that the applicant's membership will contribute to the association's purpose and objectives. The board retains the sole discretion to accept or reject an application for membership.

### **2.05 Final Approval**

Application for membership shall be presented to the board of directors for final approval not more than three months from the date of receipt by the association of the written application. Final approval shall be by ordinary resolution of the board of directors.

### **2.06 Notice of Meeting of Members**

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- a. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or

b. 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 Changes) 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.

CMEA corporate financial statements shall be included in a notice of meeting of members.

## **2.07 Absentee Voting by Mail Ballot**

Pursuant to subsection 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot or may appoint another member or director as proxy. Such ballots or appointments of proxy shall be transmitted to the President/Secretary of the Corporation by any of the means listed in 2.02 above. In the case of mailed-in ballots the President/Secretary shall present such, verify the validity of such votes and present them at the meeting without identifying the member.

Pursuant to subsection 197(1) (Fundamental Changes) 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.

## **SECTION 3 – Membership Dues, Termination and Discipline**

**3.01** Dues (if any) shall be fixed by resolution of the board. Members shall be notified in writing of the membership dues payable by member Chapter associates.

### **3.02 Termination of Membership**

A membership in the Corporation is terminated when:

- a. the Chapter is dissolved;
- b. a member fails to maintain any qualifications of membership described in Section 2.01 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 Section 3.03 below or is otherwise terminated in accordance with the articles or by-laws; or
- e. the Corporation is liquidated or dissolved under the Act.

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.

### **3.03 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 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 other such officer as may be designated by the board, may proceed to notify the member 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 further right of appeal.

## **SECTION 4 – Meetings of Members**

### **4.01 Persons Entitled to be Present**

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on invitation of the chair of the meeting or by resolution of the members.

### **4.02 Members' Votes**

Members in good standing recorded in the books of the Corporation at the close of business on the day immediately preceding the day on which the notice of the meeting is given shall have one vote plus additional votes in relation to the number of member Chapter associates registered at the end of the preceding financial year, based on the following formula.

- 1-25 associates – no additional vote
- 26-75 associates – one additional vote
- 76-150 associates – two additional votes
- 151-300 associates – three additional votes
- 301-500 associates – four additional votes
- 501+ associates – five additional votes

#### **4.03 Votes Cast as a Block**

Where a member has more than one vote, these votes shall be cast as a block; no split votes from one member shall be allowed.

#### **4.04 Tie Vote**

In the event of a tie vote, the chair of the meeting shall cast a deciding vote.

#### **4.05 Proxy Vote**

Members in good standing not in attendance at a meeting of members may appoint a proxy holder, who is not required to be a member, to exercise their vote, provided that a written notice naming the member giving the proxy and the name of the proxy holder is received by the Corporation Secretary prior to the start of the meeting.

#### **4.06 Chair of the Meeting, Secretary and Scrutineers**

The chair of any meeting of members shall be the first mentioned of such of the following officers who is present at the meeting: the chair or vice-chair of the board, the president, executive director, or vice-president who is a member or represents a member. If no such officer is present within fifteen (15) minutes from the time fixed for holding the meeting, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting. In the absence of the secretary of the Corporation the chair shall appoint some person, who need not be a member, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be members, may be appointed by a resolution or by the chair with the consent of the meeting

#### **4.07 Quorum**

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be a majority present in person and entitled to vote thereat or a duly appointed proxy so entitled.

#### **4.08 Votes to Govern**

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.

### **SECTION 5 – Directors**

#### **5.01 Election and Term**

Subject to the articles, the members will elect the directors at each general meeting of members at which time all of the directors then in office shall retire but, if qualified, shall be eligible for re-election. If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected.

## **SECTION 6 – Meetings of Directors**

### **6.01 Calling of Meetings**

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time.

### **6.02 Notice of Meeting**

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in Section 9.01 of this by-law to every director of the Corporation not less than seven (7) days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all the directors are present, and none objects 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 need 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 is subsection 138 (2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

### **6.03 Regular Meetings**

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.

### **6.04 Votes to Govern**

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of equality of votes, the chair of the meeting in addition to an original vote shall have a second casting vote.

### **6.05 Committees**

The board may from time to time appoint any committee or other advisory body as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors

## **SECTION 7 – Officers**

### **7.01 Description of Offices**

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:

**Chair of the Board and President** – The chair of the board, if one is appointed, shall be a director. The chair of the board, if any, shall when present, preside at all meetings of the board of directors and of the members. The chair shall have such other duties and powers as the board may specify. If appointed, the president shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the board, have general supervision of the affairs of the Corporation. The president shall be a director of the Corporation. During the absence or disability of the executive director, or if no executive director has been appointed, the president shall also have the powers and duties of that office.

**Vice-Chair of the Board and Senior Vice President** – The vice-chair of the board, if one is appointed, shall be a director. If the chair of the board is absent or is unable or refuses to act, the vice-chair of the board, if any, shall, when present, preside at all meetings of the board of directors and members. The vice-chair shall have such other duties and powers as the board may specify. If appointed, a vice-president shall have such powers and duties as the board may specify.

**Executive Director** – If appointed, the executive director shall be the chief operating officer of the Corporation and, subject to the authority of the board and the president, shall have general supervision of the business and affairs of the Corporation, and shall have such other powers and duties as the board may specify. The executive director shall be a director of the Corporation. During the absence or disability of the president, the executive director shall also have the powers and duties of that office. The executive director shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.

**Secretary** – If appointed, the secretary shall attend and be secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees. If no executive director has been appointed, the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.

**Treasurer** – If appointed, the treasurer shall have such powers and duties as the board may specify.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board or president requires of them. The board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

## **7.02 Description of Association Officers**

Association officers holding the title of Vice President shall be appointed from time to time by the board of directors. As a minimum, there shall be a Vice President for History and Heritage, a Vice President for Communications, a Vice President for Engineer Veterans, and a Vice President for Honours and Awards. Association Officers carry one vote at members' meetings but may not vote at meetings of the board of directors.



### **7.03 Description of Advisors to the Board of Directors**

A number of ex-officio appointments shall be called as advisors to the board of directors. These advisors, as a minimum, shall include the Canadian Military Engineer Colonel Commandant, the Canadian Military Engineer Adjutant, the Canadian Military Engineer Chief Warrant Officer, the Curator of the Canadian Military Engineer Museum, a liaison representative from the Canadian Armed Forces Fire Services, and a liaison representative from the Canadian Armed Forces Geo Services. These advisors carry one vote at member's meetings but may not vote at meetings of the board of directors.

### **7.04 Officers of Primary Interest (OPI)**

Reporting to association officers holding the title of Vice President shall be a number of OPIs as determined by the board of directors from time to time. As a minimum there shall be an OPI Red Book and Books of Remembrance and an OPI Day in History reporting to the VP History and Heritage, an OPI Chimo Communiques, OPI Workopolis, and OPI Last Post reporting to the VP Communications, an OPI Engineer Deployments reporting to the VP Engineer Veterans, and an OPI Bursaries and OPI Competitions and Top Students reporting to the VP Honours and Awards. These OPIs do not carry a vote at members meetings nor meetings of the board of directors.

## **SECTION 8 – Indemnification of Directors, Officers and Others**

### **8.01 Indemnity**

Subject to the Act, the Corporation shall indemnify a director or officer, a former director or officer, or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and such person's heirs and legal representatives, against all costs, charges and expenses including an amount paid to settle an action or satisfy a judgement, reasonably incurred in respect of any civil, criminal or administrative action or proceeding to which such person is made a party by reason of being or having been a director or officer of the Corporation or such body corporate, if such person;

- a. acted honestly and in good faith with a view to the best interests of the Corporation; and
- b. in the case of a civil, criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that such conduct was lawful.

The Corporation shall also indemnify such person in such other circumstances as the Act or law permits or requires. Nothing in this by-law shall limit the right of any person entitled to claim indemnity apart from the provisions of this by-law.

## **SECTION 9 – Notices**

### **9.01 Method of Giving Notices**

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the board of directors, pursuant to the Act, the articles, the by-laws or otherwise to a member,

director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- a. if delivered to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors); or
- b. if mailed to such person's recorded by prepaid ordinary or air mail; or
- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d. if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for despatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

#### **9.02 Invalidity of the 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.

#### **9.03 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.

### **SECTION 10 – Dispute Resolution**

#### **10.01 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 Section 9.02 of this by-law.

#### **10.02 Dispute Resolution Mechanism**

In the event of a dispute or controversy among members, directors, officers, committee members of 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 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 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. These 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.

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

## **SECTION 11 – Effective Date**

### **11.01 Effective Date**

Subject to matters requiring a special resolution of the members, this by-law shall be effective when made by the board.

CERTIFIED to be By-Law No.1 of the Corporation, as enacted by the directors of the Corporation by resolution on the day of the 23 September 2015.

D.T. Carney

Director

J. Lesperance

Director