



CONSTITUTION

BY-LAWS

INSTITUTE

OF

POWER

ENGINEERS

Revised & Adopted

September 23, 1989

Printed as approved by:

INDUSTRY CANADA – CORPORATIONS DIRECTORATE

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CONSTITUTION - BY-LAWS

I. HEAD OFFICE

The National Office of the Institute of Power Engineers shall be in the town of Burlington, in the Province of Ontario.

II. MEMBERSHIP

a) **MEMBER** - Shall be a person holding a power engineer certificate of competency as recognized by the Institute, and who has qualified according to the Membership Acceptance Standards as set by the Institute, and has paid initiation fee and dues as hereinafter provided for.

b) **LIFE MEMBERSHIP**

1. Any candidate for Life Membership must be a member in good standing for a consecutive period of not less than twenty (20) years.
2. He must have served seven years in major offices of the Institute and in addition, must be the holder of Honourable Mention Citation and Service Awards.
3. A candidate must be sponsored by two members having qualifications as listed in articles one and two. The sponsors must submit a written account of the candidate's service in the Institute to the National Secretary, at least four months prior to the Annual General Meeting.
4. A Notice-of-Motion that a candidate will be proposed for Life Membership along with the account of service must be made known to each branch at least 90 days before any such motion will be acceptable.
5. Life Membership may only be proposed at the Annual General Meeting of the Membership, the item must appear on the Agenda for the particular meeting, and will require a majority vote of those present to be carried.

c) **HONOURARY MEMBERSHIP**

May be granted to persons of acknowledged eminence in the engineering or allied professions without regard to other technical qualifications upon the recommendation of any branch and a two-thirds vote at a general or special meeting of the Institute membership, present and voting at such meeting, all members having had a proper notice of such meeting.

d) **ASSOCIATE MEMBERSHIP**

May be held by any person engaged in any profession or industry allied with Power Engineering and who has qualified according to the Membership Acceptance Standards. These members will in all respects be equal to and enjoy the same privileges as members.

e) **CORPORATE MEMBERSHIP**

May be held by any corporation which has qualified according to Membership Acceptance Standards. These members will in all respects be equal to and enjoy the same privileges as members.

f) **SENIOR MEMBERSHIP**

A member, having 10 year's membership in good standing, and having attained the age of 65 years of age as confirmed by Membership Application, will be eligible for a Senior Membership, providing:

1. That a written application is filed by the Branch with the National Secretary, and
2. That such application is approved by the National Board or their designated authority.

The Annual Dues of a Senior Member shall be in such amount as determined by the National Board but in no case shall they be less than 50% of the gross Annual Dues, less any discount as may be in effect.

g) **STUDENT MEMBERSHIP**

May be granted by a branch to a person enrolled in a recognized Engineering Course conducted on a full-time attendance basis by a Provincial School of Technology, and such membership shall be entered at ***Branch Level Only***, and shall be subject to policies and procedure in effect at that Branch.

h) **TRANSFER OF MEMBERSHIP**

A member in good standing of the Institute affiliated with any Branch of his choice, may at his request, be transferred to another Branch of his choice, with the approval of the branches concerned.

i) **RESIGNATION**

1. Any member may resign his membership upon notice in writing to the National Secretary and such resignation shall take effect one week after its receipt by the Secretary.

2. The resigning member shall be liable to the Institute for all dues, other financial obligations incurred to date on his resignation, and for the return of his Membership Certificate and other Institute property in his possession.
3. The interest of a member shall not be transferable and shall lapse and cease to exist upon the death or resignation of the member.

j) REMOVAL FROM MEMBERSHIP ROLL

Subject to approval of the National Board, a member may be removed from the Membership Roll:

1. If he fails to comply with the provisions of the Constitution and By-Laws of the Institute, or
2. If his membership dues assessment remains unpaid (unless waived or postponed by the National Board) for a twelve (12) month period, or
3. For other stated reasons upon a two-thirds vote of the members present at a special meeting of the branch of his affiliation.

III. FEES & DUES

- a) There shall be an **INITIATION FEE** for each member in such amount as may be determined from time to time by the members in Annual General Meeting.
- b) Annual Dues shall be due and payable on anniversary date of each member in each year, and shall be in such amount as may be determined from time to time by members in Annual General Meeting, excepting those having been granted a Life Membership.
 1. All members of the Institute who have joined prior to December 31st, 1999 will have an anniversary date of January 1. The anniversary date of members who joined after January 1, 2000 will be the first day of the month following their admission in the Institute, which date is that as entered on his application by the National Secretary acting for the National Board.
 2. The Initiation Fee and Dues as applicable must be remitted with the Membership Application.
- c) Corporate Membership Dues shall apply for a ten year period as of the date of election to membership, which date is that as entered on the application by the National Secretary acting for the National Board.
 1. Dues shall be in such amount as may be determined from time to time by members in Annual General Meeting.
 2. Dues as applicable must be remitted with the Membership Applications.

- d) The National board, at its discretion, or upon recommendation of a Branch Executive, may waive dues, in whole or in part, or postpone payment of the dues of any member who by reason of ill health, advanced age, or other reason considered valid, is unable to pay the same.
- e) The National Board may, at its discretion, restore membership to those who have failed in whole or in part to pay dues.

IV. **GENERAL MEMBERSHIP MEETINGS**

- a) **The Annual General Meeting or Convention** of the members of the Institute shall be held at such time and place in Canada, in each year, as may be determined by the National Board.
- b) **Special General Meetings** of the whole membership of the Institute may be called by the National President or Secretary or any other National Officer of the Institute so authorized or by a majority of the National Board of Directors then in office.

- c) **Notice of Meeting**

1. Notice of any annual or special general meetings shall be deemed to be well and sufficiently given if such notice is sent by prepaid post letter addressed to each member at his address as entered in the books of the Institute, mailed at least fourteen (14) days prior to the date fixed for the holding of such meeting. No accidental error or omission in giving notice of any annual general meeting or special general meeting shall invalidate such meeting or make void any proceedings taken thereat, and any member may at any time waive notice of such meetings (and, in the case of a special meeting, notice of the purpose for which the same was called), and may ratify, approve and confirm any and all proceedings taken or had thereat.

2. Notice calling any special general meeting shall clearly state the purpose for which such meeting is called and no business shall be transacted thereat save that referred to in the notice calling the meeting.

3. Notice of each meeting of members shall remind the member that he has the right to vote by proxy. Each voting member present at a meeting shall have the right to exercise one vote. A member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of members in the manner and to the extent authorized by the proxy. A proxy holder must be a member in good standing of the Institute.

4. No notice shall be required of any regular general meeting held at such time and place as may have been determined at a previous meeting.

- d) **Quorum** - At every general meeting, to constitute a quorum, the five percent of the total members of the whole Institute in good standing as shown on the membership roll on the date of mailing notice of such meeting shall be present, personally or by proxy.
- e) **Adjournment Where No Quorum** - Any general meeting where one or more members entitled to vote thereat are present, but there is no quorum, may be adjourned by such member if only one is present, or by the majority vote of those present, to any time and place.
- f) **Procedure at Meetings** - Whether Annual, Regular or Special, every member in good standing shall be entitled to one vote. All questions arising at any meeting shall be decided by a majority (or where by these By-Laws a larger proportion is required, then by such proportion) of the votes cast. Voting by proxy shall be permitted. Unless a poll is demanded, a declaration by the Chairman that a resolution has been carried, and an entry to that effect in the minutes of the proceedings shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. If the poll is demanded, the same shall be taken in such manner as the Chairman directs and the resolution shall be deemed to be the resolution of the meeting.

V. **BRANCHES**

- a) The membership of the Institute shall be divided into branches as from time to time determined by the National Board of Directors.
- b) A roll of the Branches shall be kept by the National Secretary of the Institute. Each Branch shall have its own officers hereinafter defined, and may establish its own rules of order, provided that the same are not inconsistent with these By-Laws.
- c) Each member of the Institute shall be affiliated with the Branch of his choice.
- d) **New Branches**
 1. Full particulars concerning proposed new Branches must be forwarded to the National Office for consideration of the National Board of Directors.
 2. All new Branches must have at least forty members in good standing, of which fifteen shall preferably be new members within the twenty-four month period immediately preceding the application.
- e) **Sub-Branches**
 1. These may be formed where such formation is deemed advantageous to the members, and with the approval of the National Board.

2. The guidance and direction of sub-branch operations will be the responsibility of the sponsoring branch.
- f) Each Branch and Sub-Branch shall function to provide opportunity for each member to have his voice in the affairs of the Institute, to represent its members at all levels, and in general to promote and pursue Institute objectives.
 - g) Regular, Annual and Special Meetings of branch members shall be held at such time and in such place as may be determined by the Branch Executive, unless otherwise stated in these By-Laws.
 - h) Each branch at its Annual Meeting shall elect a President, Vice-President or Vice-Presidents, Secretary, Treasurer and two (2) Area Representatives. These, together with the Immediate Past President shall constitute the Branch Executive of the ensuing year. They shall appoint two (2) Auditors, not members of the Executive and may appoint committees to act within the branch jurisdiction.
 - i) The provisions in these By-Laws for National Directors respecting Constitution and Jurisdiction shall apply to the Branches, mutatus mutandus unless otherwise provided for in these By-Laws.

VI. AREAS

a) CONSTITUTION

1. The established branches will be grouped into eight (8) Areas the boundaries of which shall be as determined by the National Board of Directors, with each area administered by an Executive Council as hereinafter provided for in these By-Laws.
2. An ANNUAL MEETING of Area Representatives will be held at such time, and in such place, in each year, as may be determined by the Area Executive Council.
3. Each area, at their Annual Meeting, shall elect from their number, a Director and not more than six (6) other members.

They may appoint a Secretary, Treasurer or a Secretary-Treasurer, either of which shall not of necessity be an Area Representative.

b) JURISDICTION

1. The Director so elected by an Area, shall be the Senior Administrative Officer of the Area, and shall represent the Area as a member of the National Board of Directors as hereinafter provided for in these By-Laws.
2. In the event of a Director being elected as National President, then an Area Executive Council so involved, may then appoint a Provisional Director to act as the Senior Administrative Officer of the Area and to represent the Area on the National Board.

3. The Director and Area Executive Council will organize and direct the Branches of the Area in their individual and collective programs, and will be responsible for Legislative, Educational and other programs of particular interest to the Area.
4. The provisions in these By-Laws for the National Board respecting qualifications, re-election, term-of-office, voting, filling of vacancies, removal from office, committees, meeting, procedure at meetings, quorum, shall apply mutatus mutandus to Branches and Areas unless otherwise provided for in these By-Laws.

VII. NATIONAL BOARD OF DIRECTORS

a) CONSTITUTION

1. The business of the Institute, save that assigned to Area and Branch Administrations, shall be managed by a National Board of Directors consisting of the Immediate Past National President and Directors as heretofore provided for in these By-Laws.
2. Qualifications - No person shall be qualified to act as a Director unless he is a member in good standing.
3. Re-election & Term-of-Office - Directors shall be eligible for re-election: their Term-of-Office shall commence on the first of January next following their election, and shall continue until their successors are elected, unless otherwise provided for in these By-Laws.
4. Voting
 - i) Each Director shall exercise one (1) vote for each fifty (50) members of Area Membership or part therefore, and
 - ii) Where, arising from the election of a Director as National President, and a Provisional Director has been appointed by the Area, the votes falling to that Area shall be exercised by the duly appointed Provisional Director.
 - iii) The membership in the Institute and in the Area and in the Branches shall be as certified by the National Secretary to January first in each year.
5. Filling Vacancies - In the event of a vacancy on the National Board by reason of death, resignation, or otherwise, such a vacancy shall be filled from the Area concerned.
6. Removal of Directors from Office - The representatives entitled to vote at any Area meeting may at a Special Meeting by a two-thirds (2/3) vote of those present and voting, remove from office any National Director elected to represent such Area before the expiration of this Term-of-Office, and may by ordinary resolution temporarily appoint another Director in his stead.

7. An Annual Meeting of the National Board shall be held in each year and such other meetings as called by the National President of the National Secretary, or by any other National Officer of the Institute so authorized by the President or by the majority of the National Board of Directors then in office.
8. Notice in writing of any meeting of the Board shall be deemed to be sufficiently given if mailed by prepaid post letter to each Director at his address as entered in the books of the Institute at least fourteen (14) days prior to the holding of such meeting.
9. **Committees**- The National board may appoint such Committees as it may desire to investigate and report to that Board on any matter over which the National Board has jurisdiction. The membership of such Committees need not be limited to National Board members. Members of Committees so appointed shall hold office at the pleasure of the National Board and shall serve without remuneration other than actual out-of-pocket expenses as authorized by the National Board.
10. **Procedure at National Board Meetings** - The National Board may adopt such Rules of Order not inconsistent with these By-Laws as it may desire. A resolution signed by all the Directors shall be valid and effectual as if it had been passed at a General Meeting of the Board duly called and constituted. All acts done by any meeting of the Board, or Committee, or by any person acting as a Director, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director, or person so acting in the appointment of any such Director, or person so acting or that they or any of them were disqualified, shall be as valid as if every person had been duly appointed and was properly qualified.
11. **Quorum of Board** - To constitute a Quorum at a National Board Meeting, there must be present, a majority of members of the Board.

b) **JURISDICTION**

1. The Board shall, subject to the provisions of these By-Laws exercise the powers, and perform the duties of Directors of a Corporation without Share Capital under Part II of the Canada Corporations Act.
2. **Remuneration** - Directors as such, shall not, unless otherwise provided for in these By-Laws, be entitled to remuneration, but shall be paid actual out-of-pocket expenses while engaged on Institute business as authorized by the Board.
3. **Protection of Directors & Officers** - No Director or Officer of the Corporation shall be liable for the acts, receipts, neglects or defaults, of any other Director or Officer, or for joining in any receipts, or other act for conformity, or for any loss or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon

which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortious act of any of the persons with whom any of the monies, securities, or effects of the Corporation shall be deposited, or for any other loss occasioned by any error of judgement or oversight on his part, or for any other loss, damage, or misfortune whatever which shall happen in the execution of the duties of his office or relation thereto unless the same shall happen through his own dishonesty.

4. **Indemnity of Directors and Officers** - Every Directors and Officer of the Corporation and his heirs, executors and administrators, estate and effects respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation. from and against.

- a) All costs, charges, and expenses whatsoever which such Director or Officer sustains or incurs in or about any action, suit or proceeding, which is brought, commenced, or prosecuted against him, for or in respect of any act, deed, matter or thing whatsoever heretofore or hereafter made, done, or permitted by him in or about the execution of the duties of his office, and
- b) All other costs, charges, and expenses which he sustains or incurs in or about or in relation to the affairs of the Corporation: except such costs, charges, or expenses as are occasioned by his own wilful neglect or default.

VIII. **NATIONAL OFFICERS (National Executive)**

- a) **Appointment and Elections** - The National Board at its Annual Meeting shall elect from their numbers having been duly elected from their respective area for the current year, a President and Vice-Presidents (not less than one, nor more than three). They shall appoint a National Secretary of the Institute, also a National Assistant Secretary, two Auditors, and other such officials as the Board may from time to time determine. These Officers and officials shall hold office at the discretion of the Board and shall constitute the National Executive. National Secretary and Assistant National Secretary shall not of necessity be board members although such status may be deemed desirable.
- b) **Removal of National Officers from Office** - Officers shall be subject to removal by resolution of the Board of Directors at any time.
- c) **President** - The National President of the Institute shall, subject to the control of the National Board, have full charge of all Institute business and affairs, with full power to engage such assistants as are necessary and authorized by the National Board, and have the power to remove or discharge the same. The President shall preside at all meetings of the National Board and at all general meetings of the Institute.

- d) **The Vice-President** - The Vice-President of the Institute shall act in the capacity of the President in the event of the absence of the President or of his inability to act for any cause whatsoever so long as such absence or inability exists, and all power invested by this By-Law in the National President shall vest in and may be exercised by the National Vice-President.
- e) **National Secretary**
1. The National Secretary of the Institute shall give to each member notice as required by the By-Laws of the Institute of all annual and special general meetings of the members of the Institute, and shall give each Director notice of each National Board meeting and shall have custody of all the records, books and monies of the Institute and it shall be the duty of the National Secretary to keep proper books in which shall be kept recorded the minutes of all meetings of the National Board and of the members of the Institute, and all books of account, in which shall be recorded all financial transactions of the Institute. He shall submit an annual audited financial statement to the membership of the Institute.
 2. The National Secretary may be bonded in such amount and with such insurer as the Board may determine.
 3. He shall submit to each area secretary and to each Branch secretary, a quarterly statement of members in good standing and of members with dues outstanding.
- f) **The National Assistant Secretary** will serve as an assistant to and under the direction of the National Secretary. He shall act in the capacity of National Secretary in the event of the absence of the National Secretary or of his inability to act for any cause whatsoever, so long as such absence or inability exists, and all power invested by this By-Law in the National Secretary shall vest in and may be exercised by the National Assistant Secretary.
- g) **Remuneration** - None of said Officers, except the National President, National Secretary and National Assistant Secretary shall as such be entitled to remuneration other than actual out-of-pocket expenses while engaged on the business of the Institute, as authorized by the National Board. The National President, National Secretary and National Assistant Secretary may in addition be paid such remuneration as the National Board may determine.
- h) **The National Executive** shall consist of the National President, Vice-Presidents, Secretary and Immediate Past-President. All actions of the National Executive Committee made in the name of the Institute shall be subject to the control and authority of the National Board of Directors.
- i) **The National Officers** shall hold at least two (2) meetings in each year.

IX. PROCEDURES & PROVISIONS

- a) The provisions in these By-Laws respecting Constitution and Jurisdiction, Filling of Vacancies, Removal from Office, Calling of Meetings, Meeting Notices, Quorum, Procedure at Meetings, Committees, Remunerations as for the National Board shall apply mutatus mutandus for meetings of officers and of committees and of branch and area administrations unless otherwise defined within these By-Laws.
- b) **Quorum** - shall be in the case of a
1. **General Membership Meeting** - five (5) percent of the total Institute members in good standing as of the date of the meeting notice.
 2. **Branch Membership Meeting** - five (5) percent of the members in good standing, but in no event less than seven (7) members.
 3. **Branch Executive** - a simple majority of the duly elected officers.
 4. **Area Representatives' Meeting** - a majority of the duly elected representatives.
 5. **Area Executives** - a simple majority of duly elected officers.
 6. **National Board of Directors & National Officers** - a simple majority of the duly elected directors or officers as the case may be.
- c) **Nominations Committees** - Each branch, area, and the National Board shall appoint a nominations committee which shall function without restricting nominations from the floor,.
1. Such committee shall consist of not less than three (3) past officers or others not aspiring to office and shall appoint a chairman from their number.
 2. The committee shall report directly to the branch, area or National Board meeting having appointed them.
- d) **Elections** - Branch, Area, National, will be held annually -
1. The presiding officer at the Annual Meeting will appoint, subject to approval of the membership, a chairman to carry out the nomination and election and not less than three(3) scrutineers.
 2. Voting will be ballot and the chairman will destroy all ballots immediately upon conclusion of the election.
 3. The term-of-office shall follow the calendar year commencing the 1st of January next following the date of election, and shall continue until his successor is elected.

X. AUDITS

Each administration shall, at its Annual Meeting, appoint two (2) members in good standing, not Directors or members of the Executive without unanimous consent of members, and in the case of area and national administrations, from separate branches, to audit the accounts for the ensuing year and to present a report therein to the members within 60 days of such audit. A copy of such report shall be filed with the National Secretary.

XI. CORPORATE SEAL

The Seal of the Institute shall contain the words "**INSTITUTE OF POWER ENGINEERS**" followed by the words "**sic pro omnibus laboras**" and shall be in the form show in the margin thereof. The Seal shall be kept in the custody of the National Secretary of the Institute.

XII. EXECUTION OF DOCUMENTS

All documents and instruments requiring the corporate Seal of the Institute to be affixed thereto shall be signed by any two of the National Vice-President, Immediate Past-President, President, Secretary and Assistant Secretary or in such cases of the absence of two or more of said officers, then such documents and instruments may be signed by such person or persons as the National Board shall, from time to time, by resolution, decide.

XIII. BANKING ARRANGEMENTS - SIGNING AUTHORITY

- a) Bank Accounts of the Institute, branch, area and National shall be kept at such chartered bank or other financial institution as governed by the Office of the Superintendent of Financial Institutions Act as the executive thereof, may from time to time, decide.
- b) All bills of exchange, promissory notes, cheques and other negotiable instruments necessary or proper to be signed in the name of the Institute shall be signed by any two of the President, Administrative Officer, Vice-President, Immediate Past-President, Secretary, Treasurer, or in the case of absence of the signing officers, then such bills of exchange, promissory notes, cheques, and other negotiable instruments may be signed by any other persons authorized to do so by resolution of the pertinent administration. All bills of exchange, promissory notes, cheques, and other negotiable instruments so signed as aforesaid shall be valid and binding on the Institute.
- c) The President, Administrative Officer, Vice-President, Secretary, Treasurer is hereby authorized and empowered to endorse in the name of the particular administration any and all bills of exchange, promissory notes, cheques, and other instruments payable to the order of the Institute for the purpose only off depositing the same to the credit of that particular administration.

- d) All monies collected in the name of the Institute of Power Engineers shall become, and remain the property of the Institute. The National Board may by resolution, decide on the disposition of profits accrued at Branch, area and National Administrations.

XIV. REPEALING & AMENDING BY-LAWS

- a) The members by the affirmative vote of the majority of the members present at any annual, regular, or upon notice, at any special general meeting of the whole membership of the Institute, may from time to time repeal or amend these By-Laws in any manner not contrary to Law or the Letter Patent Incorporating the Institute provided, however, that such appeal or amendment shall not be valid or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained.
- b) New By-Laws - The board may pass new By-Laws not inconsistent with these By-Laws in their present form or as amended, provided, however, that such new By-Laws shall not be valid or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained.

XV. PROJECTS AUTHORIZATION

- a) The National Board may authorize holding in the name of the Institute, an Engineering Exhibit to be known as "Canada's Power Show".
- b) The National Board may authorize a Technical Publication to serve the Institute as the official publication of the membership.
- c) The National Board may authorize any Institute Branch to sponsor an Engineering Seminar for the benefit of the members.
- d) The National Board may authorize other projects to be held in the name of the Institute, the promotion of which are consistent with the Institute's objects.
