



CONSTITUTION AND BY-LAWS

INSTITUTE OF POWER ENGINEERS

Revised & Adopted

October 27, 2018

Printed as approved

by:

CORPORATIONS CANADA

DATE: April 12, 2019

REVISED: Amendments approved September 23, 1989, June 20, 2001, June 14, 2010, October 27, 2018

DRAFT VERSION: August 10, 2020



Institute of Power Engineers National Constitution and Bylaws

Revision list

Item #	Description of Change	Date	Revised by
Constitution	Added <i>Constitution page</i>	Jun 11, 2020	D.P./J.L.
General	Changed all “he or she” references or like to <i>they, their etc.</i>	Feb 2, 2020	AW
General	Corrected punctuation as needed	Feb 2, 2020	AW
By-laws	Changed Constitution – By-laws heading to By-laws	Jun 11, 2020	D.P./J.L.
I By-laws	Added By-laws <i>Definitions pages (3)</i>	Jun 11, 2020	AW
II Head Office	Changed from “in the town of Burlington in the Province of Ontario” to “ <i>in the place in Canada as determined by the National Directors.</i> ”	Jun 11, 2020	D.P/ J.L.
III b) 2 Membership	Added “ <i>Except as per article 6 below</i> ”	May 3, 2020	D.P/J.L.
III b) 3 Membership	Added” <i>Except as per article 6 below</i> ”	May 3, 2020	D.P/J.L.
III b) 4 Membership	Added “ <i>Except as per article 6 below</i> ”	May 3, 2020	D.P/J.L.
III f) Membership	Deleted “Dues” and inserted “ Membership Fees ” throughout the remainder of the document.	Feb 2, 2020	AW
III g) Membership	Student Membership (Non-Voting) definition deleted and clause <i>rewritten</i>	Feb 2, 2020	AW
<i>IV PE Designation</i>	<i>New addition</i> – explanation of PE designation	Feb 2, 2020	AW
V Fees and Dues	Strike “& Dues” and “dues” in all cases where referenced and replaced with “ <i>Fees</i> ” and “ <i>fees</i> ”.	Feb 2, 2020	AW
V a) Fees & Dues	Added “ <i>a simple majority of...attending...person or by proxy at a National</i> ”	May 3, 2020	D.P/J.L.
V b) Fees & Dues	Added “the” before anniversary	May 3, 2020	D.P/J.L.
V b) Fees & Dues	Added “same as a)”	May 3, 2020	D.P/J.L.
V c) 1 Fees & Dues	Added “same as a) and b)”	May 3, 2020	D.P/J.L.
VI General Membership Meetings	Added “ <i>All meetings of the IPE shall be conducted using Robert’s Rules of Order</i> ”	May 3, 2020	D.P/J.L.
VI c) 1 General Membership Meetings	Struck out “ <i>mailed</i> ” and Added “ <i>sent</i> ”. Added “ <i>or delivered electronically</i> ”	May 3, 2020	D.P/J.L.
VI d) General Membership Meetings	Struck out “ <i>mailing</i> ” Added “ <i>sending the</i> ”	May 3, 2020	D.P/J.L.
VI f) General Membership Meetings	Moved “ <i>of the votes cast</i> ” to in front of bracketed text Changed “of” to “or” ahead of the second “proportion” Added “ <i>s</i> ” to the second “proportion” to pluralize it	May 3, 2020	D.P/J.L.
VII h) Branches	“ <i>At minimum</i> ” added	Feb 2, 2020	AW
VII i) Branches	Substituted “ <i>Structure</i> ” for “ <i>Constitution</i> ”. This is done throughout the remainder of the document.	May 3, 2020	D.P/J.L.
VIII a) 1 Areas	Added “ <i>Area</i> ” in front of Executive Council and “ <i>The Areas shall be: BC, AB, MB, ON, QC, Maritimes, NL, and York.</i> ”	May 3, 2020	D.P/J.L.
VIII a) 3 Areas	Added “ <i>to the Area Executive Council</i> ”	May 3, 2020	D.P/J.L.
VIII b) 1 Areas	Alternate Area Director position description added	Feb 2, 2020	AW
IX a) 1. National	Added “ <i>the following 9 people:</i> ” and “ <i>the eight (8) Area</i>	May 3, 2020	D.P/J.L.

Board of Directors	<i>Directors</i>		
IX a) 3. National Board of Directors	Struck out the colon after “re-election” and added a period for end of sentence. Struck out <i>“their”</i> and added <i>“Their”</i> , <i>“a minimum of one year and a maximum of 3 years</i> , and <i>“A Director must have served a minimum of one year on the Executive Board of Directors before being considered for the role of President.”</i>	May 3, 2020	D.P/J.L.
IX a) 6 National Board of Directors	Struck out <i>“be”</i> and added <i>“by”</i>	May 3, 2020	D.P/J.L.
IX a) 7. National Board of Directors	Moved <i>“shall be held in each year”</i> from beginning of paragraph to end of same paragraph.	May 3, 2020	D.P/J.L.
IX a) 8. National Board of Directors	Struck out <i>“mailed”</i> and added <i>“sent”</i> . Added <i>“or delivered electronically”</i>	May 3, 2020	D.P/J.L.
IX a) 11. National Board of Directors	Added <i>“(fifty percent plus 1 50% + 1)”</i>	May 3, 2020	D.P/J.L.
IX b) 3. National Board of Directors	Struck out <i>“of”</i> and added <i>“or”</i> before second “Officer”	May 3, 2020	D.P/J.L.
IX b) 4 National Board of Directors	Corrected - plural <i>“Directors”</i> to singular <i>“Director”</i> Struck out period after “Corporation” and “against”	May 3, 2020	D.P/J.L.
IX b) 4 b National Board of Directors	Changed spelling of <i>“wilful”</i> to <i>“willful”</i> .	May 3, 2020	D.P/ J.L.
X a) National Officers	Changed format of <i>“\$50000”</i> to <i>“\$50,000.00”</i> . Added <i>“The”</i> in front of National Secretary. Added <i>“National Treasurer”</i> as an appointment.	May 3, 2020	D.P/J.L.
X e) 3 National Officers	Added <i>“and students”</i>	Feb 2, 2020	AW
X g) 1, 2, 3 National Officers	<i>National Treasurer</i> new addition	June 27,2020	DP
X i) National Officers	Added <i>“Committee”</i> to the title, <i>“the”</i> to the positions named and <i>“the National Treasurer”</i> as a named position.	May 3, 2020	D.P/J.L.
XI a) Procedures and Provisions	Struck out <i>“and”</i> before “Jurisdiction” Added <i>“and”</i> before “Remunerations”	May 3, 2020	D.P/J.L.
XI b) 4. Procedures and Provisions	Added <i>“simple”</i> before “majority”	May 3, 2020	D.P/J.L.
XI c) 1. Procedures and Provisions	Changed <i>“then”</i> for <i>“than”</i>	May 3, 2020	D.P/J.L.
XI d) 2. Procedures and Provisions	Added <i>“by”</i> before “ballot”	May 3, 2020	D.P/J.L.
XIV Execution of Documents	Corrected <i>“etherto”</i> to <i>“thereto”</i>	May 3, 2020	D.P/J.L.
XV c) Banking Arrangements – Signing Authority	Struck out <i>“The”</i> and added <i>“Any of either the”</i> before “President” and <i>“or”</i> before “Treasurer” and corrected <i>“off”</i> to <i>“of”</i> before “depositing”	May 3, 2020	D.P/J.L.

CONSTITUTION

1. Name

The name of the **Not for Profit Corporation** is “**The National Institute of Power Engineers**” (or “NIPE”).

2. Purposes

The purposes of the Corporation are:

- A. To certify and give professional designations to members who meet the membership requirements of the *National Institute of Power Engineers*
- B. To protect the interests and to assist in the advancement of Power Engineers.
- C. To foster interest in, and better understanding of, Power Engineers by industry and public at large.
- D. To cooperate in the interests of the Profession and with other technical organizations and with Municipal, Provincial and Federal authorities.
- E. To promote a Professional Code of Ethics.
- F. To assist Power Engineers in the discharge of their technical and civic duties.
- G. To provide a meeting place for the consideration and discussion of questions affecting the interests of Power Engineers.
- H. To buy, sell, manage, lease, mortgage, dispose of, or otherwise deal with the property of the Corporation.

BY-LAWS

I.0 DEFINITIONS

- 1.1. Throughout these by-laws, a word used in either gender applies also to the other gender, and a word used in the singular may apply to the plural.
- 1.I. Except where they conflict with the definitions contained in these by-laws, the definitions in the *Canada Not for Profit Corporations Act* on the date these bylaws become effective apply to these bylaws and the constitution.
- 1.II. If there is a conflict between these by-laws and the *Canada Not for Profit Corporations Act* or the Regulations of the *Canada Not for Profit Corporations Act*, the Act or Regulations shall prevail as the case may be.
- 1.III. Headings used in these bylaws are for convenience of reference only and shall not affect the construction or interpretation thereof.
- 1.IV. In these bylaws:
 - (a) **“Address of the Corporation”** means the address of the Corporation as filed from time to time with the Registrar in the Notice of Address:
 - (b) **“Annual General Meeting”** means the Annual General Meeting of the members of the Institute at a Branch, Area, or National level:
 - (c) **“Branch”** means a Branch of the Corporation / National Institute established under these by-laws:
 - (d) **“Branch Meeting”** means a meeting of the members affiliated with a specific Branch:
 - (e) **“Branch Executive Committee”** means the board elected or appointed by the members of a Branch to administer the affairs of the Branch:
 - (f) **“By-laws”** means the by-laws as filed in the office of the Registrar of the *Canada Not for Profit Corporations Act*:
 - (g) **“Chair”** means the person appointed to preside over a meeting, committee, or the Executive Council in accordance with these by-laws:
 - (h) **“Constitution”** means the constitution of the Institute as filed in the office of the Registrar:
 - (i) **“Directors”** means those persons who have been elected to the Executive Council as directors or appointed as replacement directors in accordance with these by-laws and have not ceased to be directors, and a “director” means any one of them:
 - (j) **“Area Director”** means the senior administrative officer of the National designated area:
 - (k) **“Executive Council”** means the directors acting as authorized by the constitution and these by-laws in managing or supervising the

management of the affairs of the National Institute and exercising the powers of the Institute:

- (l) **“Executive meeting”** means a meeting of the directors of the *Institute*:
- (m) **“Executive resolution”** means:
 - (i) a resolution passed at an Executive Council meeting by not less than a simple majority of the votes cast by those directors entitled to vote at such a meeting, or:
 - (ii) a resolution that has been submitted to all of the directors and consented to in writing by not less than a majority of the directors who would have been entitled to vote on it in person at a meeting, or:
 - (iii) a resolution passed by mail, email, or other means of communication by a simple majority of the votes cast by the directors in accordance with these bylaws and the *Canada Not for Profit Corporations Act*.
- (n) **“General Meeting”** means an Annual General Meeting or a Special General Meeting of the members:
- (o) **“Income Tax Act”** means the Income Tax Act of Canada, as amended from time to time:
- (p) **“National IPE”** means the National Institute of Power Engineers, a federally incorporated non-profit entity:
- (q) **“members”** means the members at the date these by-laws are adopted and those persons who have become members in accordance with these by-laws and have not ceased to be members, and a “member” means any one of them:
- (r) **“Officers”** means the officers of a Branch or Area appointed or elected under these by-laws:
- (s) **“ordinary resolution”** means:
 - (i) a resolution passed at a general meeting by a simple majority of the votes cast by those members entitled to vote at such meeting, or:
 - (ii) a resolution that has been submitted to all of the members and consented to in writing by not less than two-thirds (2/3) of the members who would have been entitled to vote on it in person at a general meeting, or:
 - (iii) a resolution passed by mail, email, or other means of communication by a simple majority of the votes cast by the members in accordance with these by-laws and the *Canada Not for Profit corporations Act*.
- (t) **“President”** means a person elected to the office of President in accordance with these by-laws:

- (u) **“registered address”** of a member or director means the postal or electronic email address of that person as recorded in the register of members or the register of directors:
- (v) **“Registrar”** means the Registrar of the *Canada Not for Profit Corporations Act*:
- (w) **“Regulations”** means the regulations under the *Canada Not for Profit Corporations Act*:
- (x) **“Secretary”** means a person elected to the office of Secretary in accordance with these by-laws:
- (y) **“IPE”** means the Canadian Not for Profit Corporation known as **The National Institute of Power Engineers**:
- (z) **“NFP”** means the **Canada Not for Profit Corporations Act** as amended from time to time:
- (aa) **“Special General Meeting”** means a special meeting of the members of the-Institute at a Branch, or Area:
- (bb) **“Special Resolution”** means:
 - (i) a resolution passed at a general meeting by a majority of not less than three quarters (3/4) of the votes cast by those members entitled to vote at such a meeting, or:
 - (ii) a resolution that has been submitted to all members and consented to in writing by every member who would have been entitled to vote in person at a general meeting, or:
 - (iii) a resolution passed by mail, email, or other means of communication by a majority of not less than three quarters (3/4) of the votes cast by the members in accordance with these bylaws and the *Canada Not for Profit Corporations Act*:
- (cc) **“Treasurer”** means a person elected to the office of Treasurer in accordance with these by-laws:
- (dd) **“PE”** means Power Engineer as designated by these By-laws and certified in Canada by the authority having jurisdiction.

II. HEAD OFFICE

The National Office of the Institute of Power Engineers shall be *“in the place in Canada as determined by the National Directors”*.

III. 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 or she~~ *They* 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, *except as per article 6 below*.
 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, *except as per article 6 below*.
 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, *except as per article 6 below*.
 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.
 6. The IPE National Directors may, at their discretion, approve a recommendation for IPE Life Membership, from an IPE Branch, for an individual who has maintained continuous membership in good standing in the Institute of Power Engineers for 40 or more years.

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 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 *Membership Fees 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 *Membership Fees Dues*, less any discount as may be in effect.

g) **STUDENT MEMBERSHIP (NON-VOTING)**

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.

Is a student enrolled in a recognized full-time Power Engineer training program in Canada. The student membership fee will be set by the membership at the Annual General Meeting. Student members are allowed the same privileges as a Regular member except that they do not have a vote. Voting privileges may be extended to individual Student members if this is especially requested by the branch with the knowledge and support of the Area Director. This request, if granted, will be respected for one calendar year in the year the request was made.

Student membership will be maintained in a separate database with similar reporting requirements as the Regular Membership.

h) **TRANSFER OF MEMBERSHIP**

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

i) **RESIGNATION**

1. Any member may resign ~~his or her~~ *their* 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 or her~~ *their* resignation, and for the return of ~~his or her~~ *their* Membership Certificate and other Institute property in ~~his or her~~ *their* 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 or she~~ *they* fail to comply with the provisions of the Constitution and By- Laws of the Institute, or
2. If ~~his or her~~ *they* 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 or her~~ *their* affiliation.

IV. POWER ENGINEER DESIGNATION (new 2020)

- a) *The National Institute of Power Engineers has the rights to the special designation PE for Power Engineer.*
- b) *Any member who holds a valid Certificate of Qualification or Power Engineer license may use the special designation PE provided that they;*
 - 1) *maintain their membership in the IPE in good standing*
 - 2) *follow the standards set out by the Board of Directors and approved by the membership at an Annual General Meeting.*

V. FEES & DUES

- a) There shall be an **INITIATION FEE** for each member in such amount as may be determined from time to time by, *a simple majority vote of the members attending in person or by proxy at a National Annual General Meeting.*
- b) Annual *Fees* ~~Dues~~ shall be due and payable on *the* anniversary date of each member in each year; and shall be in such amount as may be determined from time to time by *a simple majority vote of the members attending in person or by proxy at a National 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 or her~~ *their* 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 *Fees* ~~Dues~~ shall be paid by any corporation for at least

five of their employees. Each such member will be considered a member in ~~his~~ *their* own right and will be equal to and enjoy the same privileges as other members.

The corporation will not retain any rights of membership in its own name.

1. ~~Dues~~ *Fees* shall be in such amount as may be determined from time to time by *a simple majority vote of the* members *attending in person or by proxy at a National* Annual General Meeting.
 2. ~~Dues~~ *Fees* 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 ~~fees~~ *dues*, in whole or in part, or postpone payment of the ~~fees~~ *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 ~~fees~~ *dues*.

VI. GENERAL MEMBERSHIP MEETINGS

All meetings of the IPE shall be conducted using Robert's Rules of Order.

- 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 *or delivered electronically* addressed to each member at ~~his~~ *their* address as entered in the books of the Institute, ~~mailed~~ *sent* at least twenty-one (21) 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 there at

save that referred to in the notice calling the meeting.

3. Notice of each meeting of members shall remind the member that ~~he or she~~ *they* 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~~ *sending the* 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, *of the votes cast* (or whereby 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 of ~~or proportion~~ *proportions* 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.

VII. **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 or her~~ *their* 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, *at minimum*, 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~~ *Structure* and Jurisdiction shall apply to the Branches, mutatus mutandus unless otherwise provided for in these By-Laws.

VIII. AREAS

a) — **~~CONSTITUTION~~ a) STRUCTURE**

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 *Area* Executive Council as hereinafter provided for in these By-Laws. *The Areas shall be: BC, AB,*

MB, ON, QC, Maritimes, NL, York.

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 *to the Area Executive Council.*

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. *An Alternate Area Director may be elected and shall act in the capacity of the Area Director in the event of the absence of the Area Director*
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.

IX NATIONAL BOARD OF DIRECTORS

a) ~~CONSTITUTION~~ **a) STRUCTURE**

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 following nine (9) people:* the Immediate Past National President and *the eight (8) Area* Directors as heretofore provided for in these By-Laws.

2. **Qualifications** - No person shall be qualified to act as a Director unless ~~he or she~~ *they are* is a member in good standing.

3. **Re-election & Term-of-Office** - Directors shall be eligible for re-election. *Their* Term-of-Office shall be *a minimum of one year and a maximum of 3 years*, shall commence on the first of January following their election, and shall continue until their successors are elected, unless otherwise provided for in these By-Laws. *A Director must have served a minimum of one year on the Executive Board of Directors before being considered for the role of President.*

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 ~~be~~ *by* ordinary resolution temporarily appoint another Director in ~~his or her~~ *their* 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 *shall be held in each year.*

8. Notice in writing of any meeting of the Board shall be deemed to be sufficiently given if ~~mailed~~ *sent* by prepaid post letter *or delivered electronically* to each Director at ~~his or her~~ *their* address as entered in the books of the Institute at least twenty-one (21) 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 *(fifty percent plus one (50% + 1))* 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 and NFP 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~~ *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- or her~~ *their* part, or for any other loss, damage, or misfortune whatever which shall happen in the execution of the duties of ~~his- or her~~ *their* office or relation

thereto unless the same shall happen through ~~his or her~~ *their* own dishonesty.

4. **Indemnity of Directors and Officers** - Every ~~Directors~~ *Director* and Officer of the Corporation and ~~his or her~~ *their* 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 or her~~ *them*, for or in respect of any act, deed, matter or thing whatsoever heretofore or hereafter made, done, or permitted by ~~him or her~~ *them* in or about the execution of the duties of ~~his or her~~ *their* office, and
- b) All other costs, charges, and expenses which he or she 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 or her~~ *their* own *willful* neglect or default.

X. **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, National Assistant Secretary also a *National Treasurer*, two Auditors (The NFP Act requires members to appoint a public accountant at the Annual General Meeting. Members of a soliciting corporation with gross revenues equal to or less than \$50000 *\$50,000.00* and members of a non-soliciting corporation with gross revenues less than or equal to \$1 million can, by unanimous vote, decide not to appoint a public accountant.) 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. *The* 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 or her~~ *their* 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 or she~~ *They* 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 or she~~ *They* shall submit to each area secretary and to each Branch secretary, a quarterly statement of members *and students* in good standing and of members with ~~dues~~ *fees* outstanding.
- f) **The National Assistant Secretary** will serve as an assistant to and under the direction of the National Secretary. ~~He or she~~ *They* shall act in the capacity of National Secretary in the event of the absence of the National Secretary or of ~~his or her~~ *their* 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) *1. The National Treasurer is responsible for the maintenance of proper accounting records in compliance with the Canada Corporation Not for Profit Act as well as the deposit of monies, the safekeeping of securities and the disbursement of funds of the Corporation. The Treasurer shall be responsible for the collection of membership fees and all other monies directed to the National Institute of Power Engineers No monies shall be withdrawn from the bank or financial institution without the authority whenever required by business practice or the Executive Directors of the Corporation. Whenever required, the Treasurer shall render to the Board an account of all such transactions and financial statements as required of the financial position of the*

Corporation. The National Treasurer may be considered a member of the National Board.

2. The National Treasurer shall be bonded in such amount and with such insurer as the Board may determine.

3. The National Treasurer with the finance committee shall prepare and bring forward to the National directors a yearly financial budget for approval at the National Annual General Meeting for the next operating year.

- h) **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.
- i) **The National Executive Committee** shall consist of the National President, *the* Vice-Presidents, *the* Secretary, *the National Treasurer*, and *the* 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.
- j) **The National Officers** shall hold at least two (2) meetings in each year.

XI. PROCEDURES & PROVISIONS

- a) The provisions in these By-Laws respecting ~~Constitution~~ *Structure*, and Jurisdiction, Filling of Vacancies, Removal from Office, Calling of Meetings, Meeting Notices, Quorum, Procedure at Meetings, Committees, *and* 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 *simple* 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 ~~then~~ *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 *by* 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 or her~~ *their* successor is elected.

XII. 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.

XIII. 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.

XIV. EXECUTION OF DOCUMENTS

All documents and instruments requiring the corporate Seal of the Institute to be affixed

~~thereto~~ *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.

XV. 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~~ *Any of either the* President, Administrative Officer, Vice-President, Secretary, *or* 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~~ *of* 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.

XVI. 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.

XVII. 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.

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