



ASSOCIATION OF CONSULTING
ENGINEERING COMPANIES
MANITOBA

ASSOCIATION OF CONSULTING ENGINEERING COMPANIES – MANITOBA

BYLAWS

REVISED: MAY, 2016

ARTICLE 1 – MEMBERSHIP

INTERPRETATION

In these By-laws, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender as the case may be, and vice versa.

When construing these By-laws, reference shall be made to the Corporations Act and words and expressions used in the By-laws shall, so far as the context does not otherwise require, have the same meaning, as would be the case when used in that Act.

Membership

1.1 There shall be the following two classes of Membership in the Association of Consulting Engineering Companies - Manitoba (“The Organization”):

1. Member
2. Affiliate

Criteria for Membership

1.2.1 **Member**

A Member applicant shall be limited to sole practitioners, partnership, or a corporation in which:

- (a) The applicant must offer to the public, consulting engineering services and must maintain at least one office in Manitoba for that purpose.
- (b) The applicant may be a sole practitioner, partnership, or corporation.
- (c) If the applicant is a sole practitioner, the practitioner shall be a registered Professional Engineer in the Province of Manitoba maintaining a permanent office in Manitoba.
- (d) The applicant holds a current “Certificate of Authorization” from the regulating body.
- (e) The applicant is entitled to use the title “Consulting Engineer” under the regulations.
- (f) The applicant shall be at least 51% owned within the private sector, and provide services to the public or a third party, but shall not include crown corporations or in-house engineering departments of manufacturing or resource companies.
- (g) When it is material, the applicant shall make full disclosure of any conflict or potential conflict of interest.



1.2.2 **Affiliate**

Affiliates shall be a sole practitioner, a partnership or a corporation that is not eligible for member status, which provides services that are complementary to the business interests of the consulting engineering industry.

- (a) Affiliates will be eligible to serve on committees, except as Chair.
- (b) They will not be entitled to appoint voting delegates, and they will not be eligible for election to the Board.
- (c) Commencing April, 2016, an annual fee of \$400.00 will be set.
- (d) Commencing April 2017, until such time is determined by the Board, an annual fee of \$500.00 will be set.

1.2.3 **Retired**

This category of membership has been established for previous members of ACEC-MB who no longer qualify for membership in the ACEC-MB because they are retired, or are no longer working for Member firms as an employee.

- (a) Membership Fee - \$50.00 per year, to be reviewed on an annual basis.
- (b) They may participate in all committees and task forces and can be appointed as a Chair.
- (c) They will have no voting rights.
- (d) They will receive all ACEC-MB material sent to regular members.
- (e) They will not be listed in the Directory, or have a profile page.
- (f) They cannot be elected to the Board.

Applications for Membership

1.3 All applications for membership shall be submitted to the Board of Directors. If an applicant is refused membership in the Association, he shall be advised as to the reason(s) for refusal.



1.4 Where an application for membership has been refused, the applicant shall have the right to appear before the Board to appeal the ruling. The Board's decision shall be final and binding.

Requirements of Members

1.5 Applicants for membership (all classes as applicable) and members (once accepted), must abide by the following principles and practices:

- (a) Each must ensure that its engineers are practicing engineering in accordance with the Code of Ethics of the Engineers Geoscientists Manitoba and must conduct its practice so as to avoid any conflict of interest that would tend to subordinate its independent professional judgment to other considerations.
- (b) Each must at all times make full disclosure, to the Organization, as to its ownership and the names of employees in its employ, and whether each member (including their employees) is still complying with the membership qualifications.

Continuing Compliance

1.6 The membership of each member class shall be renewed annually with the Organization, upon:

- (a) Payment of the annual dues set by the Directors.
- (b) Certification of the member that it meets the criteria for membership set out in paragraphs 1.2.1, 1.2.2, 1.2.3, 1.2.4 and 1.5 herein.
- (c) Undertaking of the member to continue to comply with the professional standards, objectives and By-laws of the Organization.
- (d) The Member and Associate Member providing the Organization with a list indicating:
 - (i) the average number of personnel in its employ in the immediate preceding calendar year;
 - (ii) the number of professional engineers in its employ at the end of the calendar year.



- 1.7 An honorary member shall be a person who has become eminent in engineering and has been elected as such by a unanimous vote of Directors. An honorary member shall have a vote, but shall not pay dues.

ARTICLE 11 – DIRECTORS

Constitution of the Board

- 2.1 The organization shall be governed by a Board of Directors (The Board), consisting of not less than eight and not more than 13 Directors, one of whom shall be the immediate Past President and one of whom shall be a representative of the Young Professionals Committee.

Election of Directors

- 2.1 At each Annual Meeting, the Voting Representatives shall elect Directors to fill the vacancies on the Board of those Directors whose terms of office have expired, or of those Directors who have resigned. A retiring Director shall be eligible for re-election and the immediate Past-President shall be a Director without election.
- Members will be eligible for all positions on the Board.
 - Associate Members will only be eligible for non-officer positions and the total number of Board members from the Associate class shall be limited to a maximum of two.
 - Affiliate members are not eligible for election or participation on the Board.

Removal of Directors

- 2.2 At a Special Meeting, the Voting Representatives may remove any Director from office, for cause, before the expiry of his term by resolution passed by a three-fourths (3/4) majority of the Voting Representatives present and voting thereon. Notice specifying the intention to present such resolution shall be given to the Voting Representatives, by mail, prior to the meeting. Where such removal has taken place,



the Director so affected shall have the right to appear before the Board to appeal the ruling. The Voting Representatives may, at a subsequent Special Meeting, by ordinary resolution, elect a substitute Director to fill the unexpired term of the Director removed.

Expiration of Terms

2.3 A Director retiring, or removed from office, shall be deemed to hold office until the conclusion of the meeting at which he retired or is removed. The Board has the authority to appoint a replacement Director who has retired.

Term of Office

- 2.4 The term of office for the Directors shall be determined as follows: At each Annual Meeting four Directors shall be elected for a period of two years. Directors may not serve any more than three consecutive two year terms unless they are in line to become Board Chair, President or Vice President.
- 2.5 Directors, as such, shall not receive any stated remuneration for their service as Directors.

ARTICLE 111 – PROCEEDINGS OF DIRECTORS

Powers of Directors

3.1 The Directors shall govern the association and provide the general management of the affairs and business of the Organization and shall transact all such business in accordance with the Corporations Act, the By-laws and any resolution of the members passed at a duly constitutional meeting.

Meetings

3.2 No fewer than four (4) Board meetings shall be held each year, at least one month apart, each from the other.

Notice

3.3 Notice of the time and place for all Board meetings shall be in writing, and shall be mailed, sent by electronic means or delivered to all Directors at least five (5) days before the date for holding the meeting, provided however, the Directors may meet on



regular dates without notice or may, unanimous consent, meet at any time or place without notice.

Quorum

3.4 At least or not less than 50% of the total number of Directors must be personally present to constitute a quorum for the purpose of a meeting of the Board.

Resolutions of Directors

3.5 A resolution shall be passed by a majority vote of the Directors present and voting at a duly constituted meeting, at which a quorum is present.

Resolutions in Writing

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

Waiver of Notice

3.7 Notwithstanding the provisions of Section 3.3, Directors may waive notice of a Board meeting, or consent to less than five (5) days' notice, or no notice, providing all Directors so waive or consent.

Rules of Order

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

Absentee Directors

3.9. Attendance at Board Meetings

- (a) A board member cannot miss more than 40% of the yearly meetings
- (b) Upon missing the 4th meeting in the 10 meeting schedule the Board Member can be removed from the Board
- (c) The Board Member may be allowed to hold their position based on special circumstances as determined by the President
- (d) If a Board Member misses 2 consecutive Board meetings without prior notification to the Executive Director, that Board Member can be removed by the President.



Casting Vote

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

Election of Chairman

3.11 In the absence of the President, the President Elect or the Vice-President, the directors present at a meeting may elect one of their numbers to act as Chairman for that meeting.

Delegation of Authority

3.12 The Board may, from time to time, appoint an Executive Director to manage the day to day affairs of the Organization. The Executive Director may be full time or part time; an employee or a contractor. The Executive Director shall report to the Board of Directors in accordance with an agreed upon terms of reference.

ARTICLE IV – COMMITTEES

Establishment of Committees

4.1 The Board may establish committees to make recommendations on any specific problem or project within the objectives of the Organization. The Committees do not have decision making authority, unless specifically authorized by a motion of the board.

Format of Committees

4.2 Each committee may include Directors and Voting Representatives, in such numbers and combinations as deemed necessary by the Board.

Duration of Committees

4.3 Committees shall be appointed for such period as the Board may from time to time determine.



Committee Membership

- 4.4 All classes of Members are eligible for appointment to committees. However, Affiliate Members will not be eligible to serve as committee chairs.

ARTICLE V – OFFICERS

President

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

President-Elect

- 5.2 The President-Elect shall succeed the President upon the expiry of his term of office and shall perform the duties of the President in his absence or during a period in which he is unable to act.

Vice-President

- 5.3 The Vice-President shall succeed the President-Elect upon the expiry of his term of office and shall perform the duties of the President-Elect in his absence or during any period in which he is unable to act.

The Secretary

- 5.4 It shall be the responsibility of the Secretary to maintain a register of members and the number of professional engineers employed by the members, to call meetings of the Board and of the members on the instructions of the President, and to carry out such other duties as may be assigned to the Secretary, from time to time, by the Board.

The Treasurer

- 5.5 It shall be the responsibility of the Treasurer to maintain a record of the accounts of the Organization and to carry out such other duties as may be assigned to the Treasurer, from time to time, by the Board. It shall also be the Treasurer's duty to monitor the reasonable expenses of the Organization, and the out-of-pocket expenses incurred by Directors while carrying out the business of the Organization.

ARTICLE VI – GENERAL MEETINGS

Annual General Meetings

6.1 The Annual General Meeting of the Organization shall be held in April, May or June of each year on a date to be determined by the Board.

6.1.1 Voting Representatives

The number of Voting Representatives each Member or Associate Member is entitled to appoint each year shall be based on the average number of total personnel of the Member or Associate Member, used by the Organization for the purpose of calculating dues payable by the Member or Associate Member in such year, as follows:

<u>Average Total Number of Personnel Resident in Manitoba</u>	<u>Number of Voting Representatives</u>
Up to 4	1
5 to 20	2
21 to 50	3
51 to 100	4
101 to 200	5
201 to 300	6
301 to 400	7
Over 400	8

All Voting Representatives for Members must be registered professional engineers licensed to practice in Manitoba. All Voting Representatives for Associate Members shall either be registered professionals licensed to practice in Manitoba, or managing principals from the represented firm. Affiliate Members will not have any voting privileges. It is intended that each member shall choose the majority of its Voting Representatives, preferably from its senior management personnel.

Special Meeting

6.2 A Special Meeting of the Organization may be called by the President as, and when, he considers it necessary. Also, the President shall forthwith call a Special Meeting when requested to do so, in writing, by at least fifteen Voting Representatives. The purpose for which such Special Meeting is required shall be stated in the Notice. The



business to be transacted at such meeting shall be confined to the purposes set out in the Notice.

Matters at Annual General Meetings

6.3 At the Annual General Meeting, any Voting Representative may bring before the meeting any subject or proposal which relates to the affairs of the Organization provided that, not less than thirty (30) days before the meeting, he shall have given the Secretary notice thereof in writing.

Notice of General Meeting

6.4 Notice of the time and place of any General Meeting shall be in writing and mailed, sent by electronic means or delivered, to all members at least ***three weeks before the designated date***. The Notice shall include the name of all nominees for the position of Director, whether put forward by the Nominating Committee or by way of solicitation pursuant to Section 7.3. The notice shall list the subjects or proposals of which any Voting Representative has given notice to the Secretary as provided for in Section 6.3.

Quorum for General Meeting

6.5 Fifteen (15) Voting Representatives of members in good standing under these By-laws shall constitute a quorum at any General or Special Meeting of the Organization.

Votes

6.6 Each voting representative shall be entitled to vote in person upon any resolution or question, put to a Special or General Annual Meeting. Proxies will not be recognized.

Method of Voting

6.7 Voting shall be by mail-in ballot in the case of election of Directors only. In cases other than the election of Directors, voting shall be by a show of hands, unless a secret ballot is demanded by at least three (3) Voting Representatives. Such ballot must be demanded before the show of hands.



Rules of Procedure

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

Casting Vote

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

Election of Chair

6.10 In the absence of the President, President Elect or the Vice-President, the Voting Representatives present at a Special or Annual General Meeting may elect one of the Voting Representatives to act as Chair of that meeting.

ARTICLE VII – NOMINATIONS AND ELECTIONS

Nominating Committee of Three

7.1 The immediate Past-President shall be Chair of the Nominating Committee. The President shall appoint two others, one Director and one (1) Voting Representative, not a Director. If the immediate Past-President shall decline or fail to act, the Board of Directors may, by resolution, designate a Chair of the Nominating Committee in his stead.

Duties of the Nominating Committee

7.2 The Nominating Committee shall meet during the month of February to prepare a list of candidates for election as Directors.

Solicitation of Additional Nominations

7.3 The Nominating Committee shall advise the members of the names being put forward by the Nominating Committee for position of Directors and shall solicit additional nominations, by mail or by electronic means, such additional nominations to be received by the Secretary within a time designated by the Secretary, provided



however, that such time limit shall be at least four (4) weeks from the date of mailing of the solicitation.

Requirements of Candidates for Election

7.4 Each candidate for election must be a Voting Representative in good standing. Except for those candidates put forward by the Nominating Committee, candidates shall be nominated, in writing, by at least three Voting Representatives, each of whom must be a representative of a different practitioner, partnership or body corporate in good standing. Nomination shall be accompanied by written acceptance of the candidate for such nomination.

Voting for Directors

7.5 The final ballot of candidates for election of Directors will be prepared by the Secretary and mailed by the Secretary to the members, with the Notice of Annual Meeting. Ballots mailed must be received by the Secretary prior to the Annual Meeting.

Election

7.6 The candidate receiving the largest number of votes for each position to be filled at the Annual Meeting shall be elected.

Officers

7.7 The Officers shall be elected by the Board from amongst the Directors. The President-Elect shall be the President designate and shall assume the office of President when that office is vacated by the current President. The Vice-President shall be the President-Elect designate. The President may serve two consecutive one-year terms, and no more. The other Officers to be elected shall be the Vice-President, Secretary and the Treasurer. Where vacancies occur, the Board may elect to fill these vacancies from amongst the Directors not already holding office. Upon being elected as Vice-President, a Director shall be a member of the Board without requiring re-nomination to the Board, until completing his term as Past- President.



ARTICLE VIII – DUES AND ASSESSMENTS

8.1 The Directors may, on an annual basis, levy dues and special assessments against each class of members.

Determination of Levies

8.2 The amount of any levy and the portion thereof to be paid by each Member shall be based upon the total average number of personnel of each member who were resident in Manitoba at the close of the preceding calendar year. The amount of any levy and the portion thereof to be paid by each Associate Member and Affiliate Member shall be as determined by the Board. Rates of dues and assessments shall not be changed, except by resolution of the Board passed at a duly constituted meeting of the Board, at which a quorum is present and at which two-thirds of the Directors voting at such meeting vote in favour of the resolution.

Notice of Dues

8.3 The Secretary shall notify the members forthwith upon the setting of dues or assessment, as in the case may be, by the Board as aforesaid.

Notice of Personnel

8.4 Each member shall, on or before January 31 of each year, file with the Secretary a statement disclosing the number of its total personnel and the names of its professional engineers' resident in Manitoba at the close of the preceding calendar year.

Payment of Annual Dues

8.5 Annual dues shall be payable not later than July 1st in each year for such calendar year. Special assessments shall be paid within such time as may be determined by resolution of the Board.



ARTICLE IX – WITHDRAWAL, EXPULSION AND TERMINATION

Withdrawal

9.1 A member may withdraw from the Organization by giving to the Secretary thirty- (30) days' notice, in writing, of its wish to do so.

Expulsion

9.2 The Board shall have the power to expel from membership any member whose conduct shall have been determined by the Board to be improper or likely to damage the interest or reputation of the Organization, or who willfully commits a breach of the By-laws of the Organization. In particular, but without prejudice to the generality of the foregoing, the Board may expel any member who no longer complies with the qualifications set forth in Article 1.2. No member shall be expelled under the provisions of Section 9.2 except pursuant to the following procedure:

- (a) A member shall be notified, in writing, of the charge or complaint against him or it and granted a hearing before a committee appointed by the Board.
- (c) The Committee shall forward its findings and recommendations, in writing, to the Board and to the member.
- (d) The Board shall notify the members of his/its right to appear before the Board to appeal the findings of the Committee, at a date to be set by the Board not less than two weeks from the date of the notice.
- (e) Within one month of the completion of the hearing, or of the holding of the appeal meeting, whether or not the member concerned appears at the hearing or meeting, the Board may, by a vote of two-thirds of those present at a meeting of the Board called for the purpose of dealing with the matter, expel the said Member and the decision of the Board shall be final and binding on all concerned.



Effect of Expulsion

9.3 A member so expelled shall have no claim on the property of the Organization, and shall waive all claims against the Organization, its members, members of the Committee, or the personnel of the Organization.

Termination

- 9.4 The Board may, by ordinary resolution, terminate the membership of a member who has:
- (a) failed to pay any dues, assessment or indebtedness to the Organization within three (3) months from the date such amount became due;
 - (b) failed to comply with the requirements of paragraphs 1.5 and 1.6. If the default has not been cured within thirty (30) days of notice in writing to such member specifying the termination and reasons therefore, the member shall be deemed to be terminated and not in good standing.
 - (c) A member may be reinstated by a resolution of the Board of Directors, provided that such member makes full payment of the dues that were payable for the year in which said member had been terminated.

Liability after Separation

9.5 In case of withdrawal, expulsion or termination, the member shall remain liable for payment of any assessment or other sum levied or which became payable by it to the Organization prior to its withdrawal, expulsion or termination. Where payment has been made, there will be no refund.

ARTICLE X – AMENDMENT TO BY-LAWS

10.1 These By-laws may be altered, added to or rescinded by a resolution passed by not less than three-fourths of Voting Representatives present, in person at a Special Meeting called for that purpose. The notice shall give at least thirty (30) days' notice



of the Special Meeting and shall set out the import, but need not contain the exact wording, of the Special Resolution to be proposed.

ARTICLE XI – AUDITING

Statements

11.1 The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a qualified accountant appointed for that purpose, by motion, at the Annual General Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual General Meeting.

Fiscal Year

11.2 March 31st in each year shall be the end of the fiscal year of the Organization.

ARTICLE XII – CUSTODY AND USE OF THE SEAL

Seal

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

ARTICLE XIII – BORROWING POWERS

General Borrowing

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

- (a) borrow money upon the credit of the Organization in such amounts and on such terms as may be deemed expedient, by obtaining loans or advances, or by way of overdraft or otherwise;



- (b) issue or reissue debt obligations of the Organization;
- (c) pledge or sell such debt obligations for such sums and at such prices as may be deemed expedient;
- (d) mortgage, hypothecate, please or otherwise create a security interest in all or any property real and personal immovable and moveable, undertaking and rights of the Organization, owned or subsequently acquired, to secure any debt obligations of the Organization present or future; or any money borrowed or to be borrowed or any other debt or liability of the Organization present or future;
- (e) delegate to such Officer(s), Director(s) or Committee of Directors of the Organization as the Board may designate, all or any of the foregoing powers to such extent and such manner as the Board may determine.

Security

13.2 The Organization may secure the payment of money in such manner as it thinks fit and, in particular, by the issue of debentures with the sanction of a Special Resolution of the members.

ARTICLE XIV – MINUTES, BOOKS AND RECORDS

Preparation and Custody of Minutes

14.1 The Secretary or such other person who may be appointed Secretary of a meeting shall take minutes of the proceeding of each special or annual meeting of the Organization, each meeting of the Board and all meetings of Committees of the Board, and such minutes shall be maintained by the Secretary.

Inspection of Books and Records

14.2 Minutes, books and records of the Organization shall be available for inspection by members at all reasonable times during ordinary business hours at the address of the Organization. Notices may be sent to the Organization at the address as filed with the Director of Companies from time to time.