



Canadian Society for Chemical Engineer

By-laws

being a By-law relating generally to the conduct of affairs of the Canadian Society for Chemical Engineering, la Société canadienne du génie chimique.

Aims and Objectives

- (1) To act as the designated representative of The Chemical Institute of Canada in matters pertaining to chemical engineering;
- (2) To maintain the profession of chemical engineering in its proper status among other learned professions;
- (3) To maintain a high professional standard among its Members;
- (4) To provide services of a professional and educational nature to its Members and to other members of the scientific and engineering professions; and
- (5) To encourage research and to advance the development of technology related to the theory, practice or application of chemical engineering.

General

1. The Corporation, under the name of the Canadian Society for Chemical Engineering, la Société canadienne du génie chimique, shall constitute an incorporated Constituent Society of The Chemical Institute of Canada and as such shall be subject to the By-laws of The Chemical Institute of Canada concerning such incorporated constituent societies.

Conditions of Membership

2. Membership in the Corporation shall consist of Honorary Members, Members, Associate Members and Student Members (hereinafter collectively called "Members"). The "Voting Members" of the Corporation shall be all Members except Student Members.

All Members of the Corporation shall also be Members, in the appropriate membership category, of The Chemical Institute of Canada.

The qualifications of candidates for election as Members shall be reviewed by a Committee on Admissions established by the Board of Directors of the Corporation.

a) *Honorary Members*

Honorary Members shall be individuals to whom the Corporation wishes to grant special recognition. Honorary Members shall be entitled to all privileges of Members, but shall not be required to pay entrance or annual fees.

b) *Members*

The Members shall have the exclusive privileges of representing themselves as Members, of being Officers and Directors of the Corporation, and of voting on amendments to the letters patent and By-laws of the Corporation. The Members shall also have the privileges of

nominating and voting for Officers and Directors, and the privileges that are common to all classes of membership.

A candidate for election as Member, at the time of application, shall be actively engaged in chemical engineering or industrial chemistry. In addition, the candidate shall fulfil the requirements set forth in one of the following four paragraphs:

- i. A candidate who holds a bachelor's or higher degree in chemical engineering or an equivalent degree from a university, college or technical school of recognized standing.
- ii. A candidate who holds a bachelor's degree in a branch of engineering other than chemical engineering, or an equivalent degree from a university, college or technical school of recognized standing, and who has had at least five years' experience in chemical engineering or industrial chemistry.
- iii. A candidate who is a member of an association, or corporation of engineers or professional engineers established under the laws of a province or territory of Canada and who has had at least five years' experience in chemical engineering or industrial chemistry.
- iv. A candidate who does not hold the qualifications listed in paragraphs (i), (ii) or (iii) but who is a recognized authority on chemical engineering and has attained a high degree of eminence, subject to the approval of the Board of Directors.

c) *Associate Members*

Associate Members shall have the exclusive privileges of representing themselves as Associate Members and those privileges which are common to all classes of membership including those of nominating and voting for Officers and Directors but not those of being Officers and Directors of the Corporation or of voting on amendments to the letters patent and By-laws of the Corporation.

A candidate for election as Associate Member shall be any person who wishes to support and participate in the activities of the Corporation who is not otherwise qualified for membership in the Corporation.

In particular, a Member of The Chemical Institute of Canada, who is not otherwise qualified to be a Member of the Corporation, but who wishes to support and participate in the activities of the Corporation shall be admitted to Associate Membership of the Corporation.

d) *Student Members*

Student Members shall have the exclusive privileges of representing themselves as Student Members and the privileges that are common to all classes of membership, but not the privileges of nominating, voting on the election or of being Officers and Directors of the Corporation or of voting on amendments to the letters patent and By-laws of the Corporation. Student Members may become Associate Members on payment of the currently approved fee.

Any student enrolled in an approved curriculum leading to a degree in chemical engineering, or in a program of a degree-granting institution, in which there is substantial chemical engineering content, is eligible to become a Student Member.

Termination of Membership

3. Any Member may resign from the Corporation by delivering to the Corporation a written resignation.

Any Member may be suspended for a limited time, or expelled by a two-thirds vote of the membership of the Board, if in the opinion of the Board the Member is guilty of professional misconduct, or of abuse or misuse of the privileges of membership of the Corporation or of actions prejudicial to the best interests of the Corporation. All charges against a Member shall be prepared and filed with the Board in writing and fully reviewed by the Committee on Ethics before the Board takes action.

Any Member, who has not paid the appropriate membership fee within six months of the due date thereof, shall be notified in writing. If such fees remain unpaid for a further six months, the Member shall cease to be a Member without further notice.

Any Member, who has ceased to be a Member for any reason whatsoever, may at any time or times reapply for membership. The Member may be readmitted to membership on such terms and conditions as the Board of the Corporation may determine.

Membership Fees

4. The annual fee for the various categories of membership in the Corporation shall be established by the Board.

Board of Directors

5. The Board of Directors (sometimes called the "Board") shall consist of four Officers and nine Directors elected at large, up to six Directors representing Subject Divisions, and the most recent living past president of the Corporation. Each Subject Division which formally reports to the CSChE and to which at least 50 CSChE Members belong may be represented by one Director. In the event that there should be more than six Subject Divisions with 50 or more CSChE Members, voting privileges would alternate in a manner to be decided by the Board such that not more than six Subject Division representatives would be eligible to vote on any issue. The Officers of the Corporation shall be President, Vice President, Secretary and Treasurer. The Board shall have supervision and care of all property of the Corporation and shall supervise the trans action of all business of the Corporation on behalf of the Corporation.

Duties of the Officers

6. (a) The President shall be Chief Executive Officer of the Corporation and of the Board of Directors. The President shall preside at all meetings of the Corporation and of the Board of Directors. The President shall have responsibility for the general and active management of the business of the Corporation and shall see that all orders and resolutions of the Board are carried into effect.
(b) The Vice-President shall in the absence or disability of the President, perform the duties and exercise the power of the President and shall perform such other duties as shall from time to time be imposed by the Board.

- (c) The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and she deposit all monies and other valuable effects in the name and to the credit of the Corporation and in such depositories as may be designed by the Board from time to time. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board taking proper vouchers for such disbursement, and shall render to the President and Directors at the regular meeting of the Board, or whenever they may require it, an account of all transactions as Treasurer and of the financial position of the Corporation. The Treasurer shall also perform such other duties as may from time to time be determined by the Board.
- (d) The Secretary shall ensure that the normal secretarial functions relating to the Corporation are performed. The Secretary will either carry out these duties personally, or through the Executive Secretary and other employees of the Corporation. These duties will include the preparation of the minutes of all general meetings of the Corporation, the Board and their standing committees. The Secretary shall also perform such other duties as may from time to time be determined by the Board.

Duties of the Board of Directors

- 7. The Board shall appoint an Executive Secretary, the Executive Secretary will be responsible for the administration of the Corporation, and shall be the Administrative Officer of the Corporation under the direction of the Board of Directors. The Executive Secretary shall transact the business and conduct the correspondence of the Corporation and keep records thereof. The Executive Secretary shall, subject to the approval of the Board, appoint all paid employees of the Corporation.

A majority of the Board, that is fifty per cent of Board members plus one member, shall constitute a quorum at any Board meeting, notice of which has been sent to all members of the Board at least twenty-one days in advance of the meeting, or at an adjourned meeting.

The Board shall appoint a Standing Committee on Admissions and a Standing Committee on Ethics chosen from the Members of the Corporation and shall appoint a management committee from among the Officers and Directors and shall appoint such other committees as it may consider necessary.

The Board may authorize the organization of Divisions, of Local Sections, and of Student Chapters under such regulations as it may formulate, retaining the right to discontinue any Division, Section, or Chapter that does not comply with the regulations.

Election of Officers and Directors

- 8. All Officers and Directors shall be Members of the Corporation and shall be elected by the Voting Members.
 - (a) The President shall be elected annually for the term of one year following the Annual General Meeting. After having served a full term, the President shall not be eligible for re-election for the next ensuing term.
 - (b) The Vice-President, the Secretary, and the Treasurer shall be elected annually for a term of one year following the Annual General Meeting and shall be eligible for re-election.

- (c) At the time of nomination, all nominees for the offices of President Vice-President, Secretary and Treasurer shall indicate that they plan to be resident in Canada during the term of their office.
- (d) If after election, any Officer finds a need to or will be outside of Canada for a period of more than 30 days but less than 90 days, the said Officer will immediately inform the Board which shall designate a Member of the Corporation to assume the responsibilities the said Officer during the period of the said Officer's absence fro Canada.
- (e) If after election, any Officer finds a need to or will be outside of Canada for a period of more than 90 consecutive days, then the said Officer shall resign the position and the Board shall appoint a Member of the Corporation to fill the vacant position.
- (f) In the first year of the Corporation, nine Directors of the Corporation shall be elected. Three Directors shall be elected for a term one year and three directors shall be elected for a term of two yea and three Directors shall be elected for a term of three years. Each year thereafter, three Directors shall be elected for a full term of three years each following the Annual General Meeting.
- (g) Each Director representing a Subject Division shall be elected for preferably a three-year term.
- (h) A Director who is serving a full term shall not be eligible for re-election until the election next following the expiration of the normal full term, a Director who has been elected to an unexpired term as provided in sub-paragraph (i) hereof shall be eligible for re-election.
- (i) An Officer or Director who has been absent from three consecutive regular Board Meetings shall be declared not to be a member of the Board unless extenuating circumstances can be shown.
- (j) Where the position of Officer or Director of the Corporation becomes vacant before the expiry of the relevant term, such vacancy shall be filled for the unexpired portion of the term by appointment of a Member to the position by the Board.
- (k) The Board shall appoint a Nominating Committee, composed of at least five Members, which shall draw up not later than twenty-two weeks before the Annual General Meeting an election ballot containing the names of at least one nominee each for President, Secretary Treasurer, and Subject Division Directorships, and at least two nominees for Vice-President and for each of the other directorships to be filled, all of whom shall have agreed in writing to serve if elected. The Board should be made of members from industry, from the universities, and from government with due regard to geographic and other interests of the membership. Nominees for Subject Division Directorships shall also be members of that particular Subject Division. The Nominating Committee shall keep this in mind when preparing a list of nominees. The Nominating Committee shall include on the election ballot the name of any Member whose nomination is supported in writing by ten or more Voting Members, filed with the Executive Secretary not later than twenty-two weeks before the Annual General Meeting, and who has agreed in writing to serve if elected.
- (l) The official election ballot so prepared shall be mailed not later than eighteen weeks before the Annual General Meeting to each Voting Member, who shall properly signify on it the Member's choice for the various Officers and Directors, and transmit it to the Executive Secretary so as to be received by the Executive Secretary not later than twelve weeks before the Annual General Meeting. Ballots received after the specified date shall be rejected.
- (m) The ballot shall not be signed or otherwise identified by the Member voting, but shall be enclosed and sealed in a special envelope provided for that purpose and sent to the Executive Secretary in an outer envelope on which the Member's name shall appear. Ballots not conforming to this procedure shall be declared invalid and rejected.
- (n) The President shall appoint tellers to whom the Executive Secretary shall deliver unopened all the official election ballots received by the Executive Secretary. The tellers shall count the

ballots, and report the results to the Board of Directors, who shall declare elected those candidates for whom the greatest number of votes were cast for the respective offices and directorships to be filled, and the tellers shall announce the results at the Annual General Meeting. In case of a tie vote, the President shall cast a deciding vote.

- (o) Immediately after the election the Secretary shall give the names of the successful candidates to all the candidates in writing.
- (p) In the event of a national disruption in postal service occurring during any period specified in these By-laws for the return of a mail ballot, the Executive Secretary may extend appropriately the period for the valid reception of such ballots.
- (q) When an Officer or Director becomes disqualified from serving in such a capacity, because:
 - i. The person is of unsound mind and has been so found by a Court in Canada or elsewhere; or
 - ii. The person has the status of a bankrupt the Board shall declare the position vacant, and proceed to fill it according to the term of By-law 8(j).
- (r) No Officer or Director shall receive any remuneration from the Corporation. They may be reimbursed for travelling or other expense incurred on behalf of the Corporation, if the principle of such reimbursement is recorded by the Board.

Meetings of the Corporation

- 9. The date of the Annual General Meeting of the Corporation shall be set by the Board, but the date of such Annual General Meetings shall in no case be more than fifteen months from the date of the previous Annual General Meeting.

At each Annual General Meeting the Board shall report to the members concerning the activities of the Corporation during the previous year. At each Annual General Meeting the Treasurer of the Corporation shall present a statement showing the financial position of the Corporation for the previous financial year.

A Special General Meeting of the Corporation may be called by an application in writing to the Corporation signed by not less than twenty-five Voting Members of the Corporation in good standing. Such application shall set out the reason for calling the special meeting, and any proposed motions, which will be put to the meeting.

Thirty days prior written notice shall be given to each member of any Annual or Special General Meeting of the Corporation, setting out the time and the place of such meeting, any special business to be transacted at such meeting and any proposed motions that will be put to the Members.

No proposed motion may be voted on at any meeting unless the notice requirements contained in paragraph 9 to 11 hereof are complied with.

Thirty Voting Members, excluding the Board of Directors present in person at the meeting shall constitute a quorum.

At all meetings of Members of the Corporation every question shall be determined by a majority of votes unless otherwise specifically provided by the Canada Corporation Act or by these By-laws. Each Voting Member present at a meeting shall have the right to exercise one vote. Proxy votes shall not be allowed.

Auditors

10. The Voting Members shall at each Annual General Meeting appoint an auditor to audit the accounts of the Corporation and to hold office until the next Annual General Meeting provided that the Board of Directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

Amendments of By-laws

11. (a) By-laws of the Corporation, amendments thereto, or repeal of Bylaws, may be proposed by a majority of the Board at a meeting. By-laws of the Corporation, or amendments thereto, or repeal of By-laws, may also be proposed by a petition delivered to the Corporation, signed by not less than twenty-five Members of the Corporation. By-laws proposed by petition shall be considered at the next regular meeting of the Board following receipt of the petition. Whether or not such proposed amendments are approved by a majority of the Board, they shall be submitted to the Members in the manner set out in sub-paragraph (b) hereof. The enactment, amendment, or repeal of By-laws of the Corporation, proposed by a majority of the Board, must be sanctioned by an affirmative vote of at least two-thirds of the Members and Honorary Members at an Annual General Meeting, or a Special General Meeting called pursuant to the provisions of paragraph 9 hereof, or by an affirmative vote of at least two-thirds of the Members and Honorary Members voting by letter ballot by the procedure set out in subparagraph (b) hereof.

- (b) The Executive Secretary shall mail to each Member and Honorary Member a copy of the proposed By-law with a letter ballot, together with a copy of any recommendations the Board may wish to make.

All votes to be counted shall be referred to the Executive Secretary and be received by the Executive Secretary before a date specified on the ballot. This date shall not be less than sixty days or more than seventy days after the date of mailing to the Members.

All votes shall be counted by tellers appointed by the Board and the results reported to the Board at its next meeting.

- (c) In the event of a national disruption in postal service occurring during any period specified in these By-laws for the return of a mail ballot, the Executive Secretary may extend appropriately the period for the valid reception of such ballots.

Amendments of Letters Patent

12. The Members may authorize the Board to make application to the Minister from time to time for supplementary letters patent to amend or vary the provisions of the letters patent of the Corporation. Such authorization shall be enacted in the form of a By-law, which shall be approved by the Members and Honorary Members in the manner set forth in paragraph 11 hereof.

Approval of Amendments

13. Any By-law of the Corporation must be approved by the Council of The Chemical Institute of Canada before it is submitted to the Minister for approval.

Any By-law shall not be enforced or acted upon until the approval of the Minister has been obtained.

Head Office

14. The Head Office of the Corporation shall be located at the City of Ottawa in the Regional Municipality of Ottawa-Carleton, or at some other location as may be determined by the Board, at the place therein where the business of the Corporation may from time to time be carried on.

Corporate Seal

15. The seal of the Corporation shall be in such form as shall be prescribe by the Board of the Corporation and shall have the words: "the Canada an Society for Chemical Engineering, la Société canadienne du génie chimique". The Corporate Seal shall normally be retained at the Head Office of the Corporation in the care of the Executive Secretary.

Signature and Certification of Documents

16. Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two of the four elected Officers, provided that one of the two be either the President or Vice President, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board shall have the power from time to time to appoint an Officer or Officers or the Executive Secretary on behalf of the Corporation either to sign contracts, documents and instrument in writing generally or to sign specific contracts, documents and instruments in writing. The seal of the Corporation when required may be a fixed to contracts, documents and instruments in writing signed as afore said or by an Officer or Officers appointed by resolution of the Board

Financial Arrangements

17. The fiscal year of the Corporation shall end annually on the thirty-firs day of December.

All cheques, bills of exchange, and other negotiable instruments shall be signed by two of the four elected Officers, provided that one of the two be either the President or Vice-President.

All monies, cheques, and other negotiable instruments received on behalf on the Corporation shall be deposited at such chartered bank or banks as the Board may direct, and only to the credit of the Corporation by the signature of the Treasurer or the Executive Secretary or such employees as may be directed to perform this duty by the Board.

A person appointed by the Board shall be empowered to sign the bank's form of settlement and release.

Monies intended or received for special purposes may be placed in the custody of Trustees appointed by the Board.

The Board may authorize the acceptance of donations for special objects or projects of national importance or matters of joint interest to Members and others including corporations or governments, provided such are within the powers and objects of the Corporation. These sums of money shall not be used for purposes that, in the opinion of the Board, are advantageous only to the personal economic interests of Members.

Responsibility for the financing of general meetings, conferences, convention or special meetings shall rest with the Board. Funds for these purposes may be accepted from interested persons, corporations or governments.

Funds of the Corporation not needed for immediate purposes may be invested in such securities as the Board shall from time to time, direct. The Board may also direct the sale, transfer or the disposal of said securities.