

**CONSTITUTION
OF
THE PEMBINA CHAPTER
OF
THE ASSOCIATION OF PROFESSIONAL ENGINEERS
AND GEOSCIENTISTS
OF THE PROVINCE OF MANITOBA**

INTERPRETATION

1. Unless the context otherwise requires:
 - (a) The name “Association” means The Association of Professional Engineers and Geoscientists of the Province of Manitoba
 - (b) “Council” means the Council of the Association.

CHAPTER NAME

2. The name of the Chapter is “The Pembina Chapter of the Association of the Professional Engineers and Geoscientists of the Province of Manitoba”.

OBJECTIVES

3. The objectives of the Chapter are:
 - (a) To assist the Association in matters of business when and as authorized by Council.
 - (b) To encourage and facilitate the study, discussion and exchange of ideas and information among the members on all questions of interest as engineers and citizens.
 - (c) To provide a forum for members to formally recognize the voluntary contributions of its members to the Association and as citizens in the community.

BOUNDARIES

4. The boundaries of the Chapter shall be established by Council in consultation with the Executive Committee of the Chapter. The Boundaries of the Chapter shall be those portions of Rural Municipalities of Louise, Pembina, Stanley, Rhineland, Montcalm, Morris, Roland, Thompson, Lorne, Dufferin, South Norfolk, Dufferin, Grey, and MacDonald within a 70 kilometer radius of the intersection of P.T.H. 3 and P.T.H. 14. The Council may extend the boundaries of the Chapter from time to time or may require two or more Chapters to combine in order to facilitate operations.

CONTINUANCE

5. Council may declare the Chapter inactive, suspend the operation of the Chapter or dissolve the Chapter for any of the following reasons:
 - (a) Failure of the Chapter to hold a general meeting in addition to the Annual Meeting, in any 12 month period.
 - (b) Failure of the Chapter to abide by the Chapter constitution and bylaws;
and
 - (c) Contravention of The Engineering and Geoscientific Professions Act or the Association By-laws or policies by the Association.

MEMBERSHIP

6. All Professional Engineers and Professional Geoscientists, registered or licensed with the Association, and all Members-In-Training registered with the Association whose place of employment, residence, or job location are within the boundaries of the Chapter are members of the Chapter. The Chapter may, by Chapter by-law, create the category of Lay Associate for those persons who wish to be Chapter members and are not Professional Engineers or Geoscientists, registered or licensed with the Association or E.I.T./G.I.T. members enrolled with the Association. Lay Associate members do not have voting privileges.

MEETINGS

7.
 - (a) The Chapter holds no fewer than two general meetings annually, one of which shall be the Chapter Annual Meeting.
 - (b) Quorum for the Chapter general meetings shall be the lesser of 50% of the members or 10 members.
 - (c) The Chair, or the Vice Chair if the Chair is absent, shall preside at any General Meeting. If neither is present, the members present shall choose one of their number to be Chair.

EXECUTIVE

8.

- (a) The Executive Committee of the Chapter shall consist of the following officers, which shall also constitute the Executive Committee:
 - Chair
 - Vice Chair
 - Past Chair
 - Secretary
 - Treasurer
 - A maximum of two members at large
 - Members of Council who qualify for Chapter membership
- (b) The offices of Secretary and Treasurer may be combined
- (c) The Executive Committee of the Chapter is elected at the Annual Meeting of the Chapter in accordance with section 10.
- (d) The terms of office for members of the Executive, except for the Past-Chair, shall be for two years, with one-half of the Executive to be elected each year. The Past-Chair's term of office shall be one year. The terms of office shall begin immediately after the Annual Meeting of the Chapter.
- (e) The Past-Chair shall be an ex-officio executive committee member
- (f) Members of the APEGM Council who qualify for Chapter membership shall be ex-officio Executive Committee members.

VOTING

9.

- (a) Resolutions put to a vote at any meeting shall be decided by a show of hands. There shall be no right to vote, or to be represented, by proxy
- (b) The Chair shall not vote, except to cast the deciding vote in the event of a tie.
- (c) Any matter which, pursuant to the provisions of the Constitution of the Chapter, can be voted upon at the Annual Meeting of the Chapter, may be voted on by letter ballot, and a vote so taken shall have the same force and effect as if the vote had been taken at the Annual Meeting. Such a vote may be initiated by Executive or upon a written request signed by five members of the Chapter.
- (d) Any resolution adopted by the Chapter is not binding on Council, but shall be considered by Council.

NOMINATIONS

10.

- (a) The Nominating Committee of the Chapter shall prepare a slate of nominees to fill the appropriate positions on Executive. The Nominating Committee shall nominate at least one name for each of the elective positions.
- (b) Nominations from the membership may be made prior to the annual meeting. Each nomination must be accompanied by the written consent of the nominee and the signatures of at least three other members of the Chapter. Additional nominations may be made from the floor at the annual meeting.
- (c) The office of any member of the Executive shall be considered vacant upon:
 - (i) receipt in writing of the member's resignation by the Secretary
 - (ii) the member ceasing to be a member of the Association
 - (iii) the member ceasing to comply with Section 6
- (d) The Executive shall fill a vacancy under 10 (c) by appointing a member from within the membership of the Chapter. Such an appointment shall be valid until the end of the term of the position vacated.

DUTIES OF EXECUTIVE COMMITTEE MEMBERS

Generally, the duties of the Executive Committee members shall be as follows, except where the Chapter Executive Committee may assign otherwise.

11.

- (a) Chair

The Chair shall, when in attendance, preside at meetings of the Chapter and of the Executive, shall be an ex-officio member of all committees and shall cause an annual report on the activities of the Chapter to be prepared for submission to the Annual Meeting of the Chapter, to Council, and to the Annual General Meeting of the Association.

The Chair, or a designate, shall, at the invitation of Council, attend two meetings of the Council and/or the Association annually, to report on the activities of the Chapter.

- (b) Vice-Chair

The Vice-Chair shall assist the Chair in carrying out activities of the Executive and shall act as chair in the event of the absence of the Chair at meetings of the Chapter.

(c) Past-Chair

The Past-Chair shall assist the Chair as requested, shall be Chair of the Nominating Committee, and shall convene and chair the first Executive Meeting following the Chapter Annual General meeting.

(d) Secretary

The Secretary shall have charge of all papers, carry on all correspondence directed by the Executive, cause a record to be made of all Executive and General Meetings, keep such records, make such reports and perform such other duties as are incidental to that office and properly required by the Chapter and the Association.

The Secretary shall maintain a list of the names, addresses and professional status of each of the Chapter members.

The Secretary shall notify the members of all Chapter meetings and assist the Chair in the preparation of the Annual Reports for the annual meetings of the Chapter and the Association.

(e) Treasurer

The Treasurer shall account for all monies received and expended by the Chapter and shall maintain adequate records of the same.

The Treasurer shall pay all accounts approved by the Executive and shall conduct all bank transactions.

The Treasurer shall keep a regular account of all transactions for examination by the Executive, present a Statement of Revenue and Expenditures to the Annual Meeting of the Chapter, and forward the statement to Council upon its acceptance by the Chapter.

(f) Executive Committee Members-at-Large

The members-at-large shall carry out such duties as may be requested by the Committee.

CHAPTER COMMITTEES

12. The Executive Committee may establish committees of the chapter, committee terms of reference, and shall appoint the chair and members to such committees.

MINUTES

13. The Executive shall cause minutes to be recorded of each Executive Committee Meeting and of each general meeting of chapter, which shall be forwarded to Council, showing:
 - (a) All appointments to offices made by the Executive
 - (b) The names of all officers and the number of members present at each meeting.
 - (c) All resolutions and proceedings of all meetings of the Chapter and of the Executive and of any Committee

ASSOCIATION CHAPTER FUNDING

14.
 - (a) The Association shall annually provide funding to the Chapter based upon a block amount plus a per capita amount for each chapter member who is registered with the Association as a member or E.I.T/G.I.T. Both amounts shall be determined annually by the Council.
 - (b) The Association shall cover the expenses of the Chapter chair or designate to attend Council and/or Association meetings in accordance with Section 11(a).
 - (c) The Chapter may request funding from the Association for special events of activities.

FINANCES

15. The Executive shall cause true accounts to be kept of all monies received and expended by the Chapter and of the assets and liabilities of the Chapter.
 - (a) The fiscal year of the Chapter shall coincide with the fiscal year of the Association.
 - (b) The Chapter shall submit a budget along with an annual request for funds to the Council two months before the end of the Association's fiscal year in order that Council allocate funds as deemed appropriate in the Association budget.
 - (c) The Chapter shall submit a financial report for the preceding year to Council at the beginning of each fiscal year of the Association.
 - (d) The funds granted to the Chapter by the Association shall be used to assist in defraying the costs not readily recovered through normal fund raising.

- (e) All monies received by the Chapter shall be deposited in the name of the Chapter in a deposit-gathering institution which is a member of the Canadian Deposit Insurance Corporation.
- (f) All payments shall be made by cheque in the name of the Chapter and shall be signed by any two of:
 - (i) the Treasurer;
 - (ii) the Chair;
 - (iii) the Vice-Chair; or
 - (iv) the Past-Chair

CHAPTER CONSTITUTION AND BY-LAWS

16.

- (a) The Chapter may propose amendment to this constitution which shall be subject to approval by Council.
- (b) Chapters may create and amend by-laws of the Chapter which do not contravene the Association By-laws.
- (c) Notice in writing of any meeting of the Chapter at which any amendments to the Chapter by-laws or Constitution are to be considered shall be given to the members at least 21 days before the date of the meeting.
- (d) Amendments to the Chapter Constitution and by-laws shall become effective when approved by the Council.
- (e) Council may from time-to time alter the By-Laws of the Chapter to conform with the Engineering and Geoscientific Professions Act or the Associations By-Laws or the policies of the Association.

RULES OF ORDER

- 17. Robert's Rules of order shall govern the conduct of all Executive and General Meetings of the Chapter where not otherwise specifically mentioned herein.

Approved by the APEGM Council October 12, 1999.

Dated this 27th day of January, 2000

John R. Hosang, P. Eng.
President
APEGM

Pembina Chapter of the
Association of Professional
Engineers and Geoscientists of
the Province of Manitoba

**BY-LAWS
OF
THE PEMBINA CHAPTER
OF
THE ASSOCIATION OF PROFESSIONAL ENGINEERS
AND GEOSCIENTISTS
OF THE PROVINCE OF MANITOBA**

I. Purpose

The purpose of the Chapter is as set out in the Chapter Constitution. The purpose of these By-Laws is to supplement and clarify, but not to supersede, the Constitution of the Chapter and the By-Laws of the Association, and those documents shall govern.

II. Events

The Chapter will plan an average of Three (3) or more Events each year. All Chapter Members and Lay Associates may participate in Chapter Events.

III. Membership

In addition to the category of member, the Chapter recognizes the category of Lay Associate, to permit persons who do not meet the qualifications for membership to participate in Chapter Activities. Lay Associates may not vote, and will not be included in funding calculations.

IV. Organization

Nominations for the Executive shall not take account of the position, but rather the Committee shall assign the duties of the officers to suit the need, which may vary from time to time.

Changes to the Constitution and By-laws shall require the support of Two-Thirds (2/3) of the members present at the Annual General Meeting, while other approvals shall be the simple majority.

V. Finances

Meetings will normally be self-financing, and the Chapter will not charge membership dues. The Chapter may solicit contributions or support at the discretion of the Executive Committee.

These by-laws were approved by the Pembina Chapter membership on January 27, 2000 in accordance with the Constitution of the Chapter dated January 27, 2000.

President

Secretary