

**CONSTITUTION
OF
THE THOMPSON CHAPTER
OF
THE ASSOCIATION OF PROFESSIONAL ENGINEERS OF THE PROVINCE OF MANITOBA**

INTERPRETATION

- 1 Unless the context otherwise requires:
- (a) The name "Association" means The Association of Professional Engineers of the Province of Manitoba
 - (b) "Council " shall mean the Council of the Association

CHAPTER NAME

- 2 The name of the Chapter shall be "The _____Thompson_____ Chapter of the Association of Professional Engineers of the Province of Manitoba".

OBJECTIVES

- 3 The objectives of the Chapter shall be:
- (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 Chapter Executive. Generally, the boundaries of a Chapter will be based on reasonable travelling distance from the headquarters of the Chapter. 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 Profession Act or the Association By-laws or policies by the Association.

MEMBERSHIP

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

MEETINGS

- 7
- (a) The Chapter shall hold 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 ten members.
 - (c) The Annual Meeting of the Chapter shall be held within the the six month period prior to the Annual General Meeting of the Association.
 - (d) 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 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.

- 3
- (b) The offices of Secretary and Treasurer may be combined.
 - (c) The Executive of the Chapter shall be 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 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 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 carryout 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. 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 or 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 BYLAWS

- 16
- (a) The Chapter may propose amendment to this constitution which shall be subject to approval by Council
 - (b) Chapters may create and amend bylaws of the Chapter which do not contravene the Association Bylaws.
 - (c) Notice in writing of any meeting of the Chapter at which any amendments to the Chapter bylaws 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 bylaws shall become effective when approved by Council.
 - (e) Council may from time-to-time alter the Bylaws of the Chapter to conform with the Engineering Profession 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.

C.E. Anderson, P.Eng.
President
APEM

P.Eng.
Thompson Chapter of the Association
of Professional Engineers of the
Province of Manitoba

September 30/93