



Iranian Engineers of British Columbia Association (IEBCA) Constitution and Bylaws

Version 4.1

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Iranian Engineers of British Columbia Association (IEBCA) Constitution

- 1) The name of the Society is the Iranian Engineers of British Columbia Association (IEBCA) hereinafter referred to as IEBCA.
- 2) IEBCA is a non-profit, non-religious, non-political, and independent organization
- 3) The purposes of the Association Society is:

To represent Iranian engineers in British Columbia, enhance their contributions to the success of engineering profession in BC and Canada, establish contacts with other technical and professional organizations such as Engineers and Geoscientists of British Columbia (EGBC) - formerly known as Association of Professional Engineers and Geoscientists of BC (APEGBC), and provide other services for its members such as:

 - i) Creating means of networking among the members to meet each other, share their professional information and ideas, and to discuss technical subjects of mutual interest;
 - ii) Coordinating engineering related technical presentations and other talks of general interest for the members and the general public;
 - iii) Coordinating several social events per year to create an environment for the members and their families to socialize and enjoy their leisure time together;
 - iv) Assisting Iranian engineers who are new to BC in adapting to their new environment, providing them with necessary information about Canadian and provincial laws regarding the engineering profession, introducing them to Canadian culture at workplace and assisting them with their job search; and
 - v) Providing assistance to the Iranian community and Iranian students attending engineering programs in BC universities to find their ways to their future professional life.

Iranian Engineers of British Columbia (IEBCA) Bylaws

PART I - INTERPRETATION

- I.1. In these Bylaws, unless the context otherwise requires,
- (i) “Board of Directors” means the Directors, acting as a group;
 - (ii) “Bylaws” means these Bylaws as altered from time to time;
 - (iii) “Director” means an individual who has been designated, elected or appointed, as the case may be, in accordance with section 42 of the Societies Act and these Bylaws as a member of the Board of Directors of the Society, regardless of the title by which the individual is called;
 - (iv) “General Meeting” means a general meeting of the members of a society;
 - (v) “Officers” means the President, Vice President, Secretary and Treasurer or any other officers appointed from time to time;
 - (vi) "Society" means a society that is incorporated, amalgamated, continued or converted under the Societies Act;
 - (vii) “Societies Act” means the Societies Act of British Columbia as amended from time to time;
 - (viii) “Special Resolution” means a resolution passed at a general meeting by at least 2/3 of the votes cast by the members, or a resolution consent to in writing by all the members.
- I.2. The definitions in the Societies Act on the date these Bylaws become effective apply to these Bylaws.
- I.3. If there is a conflict between these Bylaws and the Societies Act or its regulations, the Societies Act or its regulations, as the case may be, shall prevail.
- I.4. Words importing the singular include the plural and vice versa; and words importing a female person include a male person and a corporation and vice versa.

PART II - MEMBERSHIP

- II.1. The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members, in accordance with the Bylaws and in either case, have not ceased to be members.

- II.2. A person may apply for membership in the Society and on acceptance by the directors shall be a member.
- II.3. Every member shall uphold the constitution and comply with these Bylaws.
- II.4. A person ceases to be a member of the Society:
- (a) by delivering his or her resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society,
 - (b) on his or her death, or in the case of a corporation, on dissolution,
 - (c) on being expelled, or
 - (d) on having been a member not in good standing for 12 consecutive months.
- II.5. A member may be expelled by a Special Resolution of the members passed at a general meeting.
- II.6. The notice of Special Resolution for expulsion must be accompanied by a brief statement for the reasons for the proposed expulsion.
- II.7. The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the Special Resolution is put to a vote.
- II.8. All members are in good standing except a member who has failed to pay his/her current annual membership fee or any other subscription or debt due and owing by him/her to the Society and he/she is not in good standing so long as the debt remains unpaid.
- II.9. There shall be three classes of membership in the Society, namely Full Membership, Associate Membership, and Honorary Membership.
- II.10. A person shall be a "Full Member" when the Full Member annual fees are fully paid, and at least one of the following criteria is satisfied:
- (a) the member is registered with EGBC (e.g., a P.Eng., EIT, or Provisional Member); OR
 - (b) the member has qualifications assessed and approved by the Engineers Canada Initial Assessment or EIEAP program; OR

- (c) the member possesses a Bachelor's degree or higher in an engineering discipline from an accredited engineering program and has a minimum of four years of experience.
- II.11. All full members, by signing membership applications, acknowledge that:
- (a) they understand and agree to abide by the Prohibition on Practice, and all other provisions in the Professional Governance Act; AND
 - (b) if they are not a member of EGBC, they will apply for membership with EGBC as soon as they are employed in a supervised engineering capacity qualified to do so.
- II.12. A Full Member shall be entitled to vote for the election of and eligible to hold office as a Director of the Society if he/she is a member in good standing at least three (3) months or six (6) months respectively, prior to the date of the general meeting during which the election is held.
- II.13. A person shall be an "Associate Member" when associate member annual fees are fully paid, and one of the following criteria is satisfied:
- (a) enrolled and finished second year of education in an accredited engineering program;
 - (b) graduated a two or three years program of study in an accredited program at a technical institute.
- II.14. Directors, in their discretion, by unanimous vote, may award Honorary Membership in the Society, without payment of fees, on non-members who have made outstanding contributions towards achieving the objectives of the Society. Honorary members shall meet the requirements stated in II.10 except for the payment of the membership fee.

PART III - DUES

- III.1. The amount of the annual membership dues, originally determined by the first Board of Directors, shall be re-assessed and modified from time to time by the Board of Directors as needed
- III.2. Each member shall pay annually to the Treasurer a sum to be determined by the Directors.
- III.3. The membership year shall commence on the 1st day of November and terminate on the 31st day of October, and the dues shall be payable at the commencement of the membership year.
- III.4. No memberships will be sold in October for the current year.

PART IV - MEETING OF MEMBERS

- IV.1. General meetings of the Society shall be held at such time and place, in accordance with the Societies Act, as the Board of Directors determine.
- IV.2. The first Annual General Meeting (AGM) of the Society must be held not more than 15 months after the date of incorporation, and after that, AGM must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding AGM.
- IV.3. At an AGM, the election of officers for the next year shall take place. Such officers to assume office immediately after the results of the election are known. The members present at the AGM may inspect books and records of the Society.
- IV.4. Every general meeting, other than an Annual General Meeting, is a special general meeting.
- IV.5. The directors may, whenever they think fit, convene a special general meeting.
- IV.6. Notice of a General Meeting:
- (a) Notice of a general meeting shall be made to each paid member at his/her last known address at least 14 days prior to the holding of such meeting.
 - (b) Notice of a general meeting shall specify the place, the day and the hour of meeting and in case of special business, the general nature of that business.
 - (c) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- IV.7. In order to vote at the Annual General Meeting, a member must be in good standing, as defined in Bylaw II.8, prior to the date of the Annual General Meeting.
- IV.8. If all of the members who are entitled to vote at a general meeting consent by a unanimous resolution under the Society Act to all of the business that is required to be transacted at that general meeting, then that general meeting is deemed to have been held on the date of the unanimous resolution.

PART V - PROCEEDINGS AT GENERAL MEETING

- V.1. Special business is

- (a) all business at a special general meeting except the adoption of rules of order, and
 - (b) all business that is transacted at an Annual General Meeting, except,
 - (i) the adoption of rules of order,
 - (ii) the consideration of the financial statements,
 - (iii) the report of the directors,
 - (iv) the report of the auditor,
 - (v) the election of the directors,
 - (vi) the appointment of the auditor, and
 - (vii) such other business as, under these Bylaws, ought to be transacted at an Annual General Meeting, or business which is brought under consideration by the report of the director issued with the notice convening the meeting;
 - (c) No business, other than the election of the Chairperson and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present;
 - (d) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated;
 - (e) A quorum is 8 members present or a greater number that the members may determine at a general meeting.
- V.2. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
- V.3. Subject to Bylaw V.4, the President of the Society, the Vice President, or in the absence of both, one of the other directors present shall preside as Chairperson of a general meeting.

V.4. If at a general meeting

- (a) there is no President, Vice President, or other Director present within 15 minutes after the time appointed for holding the meeting; or
- (b) the President and all the other Directors present are unwilling to act as Chairperson;

the members present shall choose one of their numbers to be Chairperson.

V.5. Meeting Adjournment:

- (a) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (b) Where a general meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- (c) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

V.6. Resolutions:

- (a) A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required under the Societies Act or these Bylaws to be decided by a Special Resolution.
- (b) No resolution proposed at a general meeting needs to be seconded and the Chairperson of a meeting may move or propose a resolution.
- (c) In case of an equality of votes the Chairperson shall not have a casting or second vote in addition to the vote to which he/she may be entitled as a member and the proposed resolution shall not pass.

V.7. Voting:

- (a) A member in good standing, as defined in Bylaw II.8, present at a meeting of members is entitled to one vote.
- (b) Voting is by show of hands, or by secret ballot, or proxy.

PART VI - DIRECTORS AND OFFICERS

- VI.1. The Directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by prohibited by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to the provision of
- (a) all laws affecting the Society;
 - (b) these Bylaws; and
 - (c) rules, not being inconsistent with these Bylaws, which are made from time to time by the Society in general meetings.
 - (d) No rule, made by the Society in a general meeting, may invalidate a prior act of the directors.
- VI.2. No rule, made by the Society in a general meeting, may invalidate a prior act of the directors.
- VI.3. President, Vice President, Secretary and Treasurer and one or more other persons are the directors of the Society.
- VI.4. The number of directors shall be at least five or a greater number of directors determined from time to time at a general meeting.
- VI.5. The directors must retire from office at each Annual General Meeting when their successors are elected.
- VI.6. The Directors shall elect each officer from among their members at the first meeting of the Directors after the Annual General Meeting.
- VI.7. Separate elections shall be held for each office to be filled.
- VI.8. An election may be by acclamation, otherwise it shall be by ballot.
- VI.9. If no successor is elected, the person previously elected or appointed continues to hold office.
- VI.10. For continuity of activities and conveying the information on past activities, the current Chairperson shall serve on the Board of Directors of the next year as the Past Chairperson of the Board.
- VI.11. Every Board member will serve a two years term, with half of the Board members staying on for the following year after their election, and half of the Board members leaving the Board after serving their term of service. This allows for continuity to be maintained in smoothly running the affairs of the Society, rather than a new Board needing to start from scratch every

time after the AGM and the formation of the Board of Directors. The Board members whose two-year term expires may put their names up for reelection for another 2-year term.

- VI.12. The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- VI.13. A director so appointed holds office only until the conclusion of the next following Annual General Meeting of the Society, but is eligible for re-election at the meeting.
- VI.14. If a director resigns his/her office or otherwise ceases to hold office, the remaining directors may appoint a member to take the place of the former director.
- VI.15. An act or proceeding of the Directors is not invalid merely because there are less than the prescribed number of Directors in office .
- VI.16. The members may by Special Resolution remove a director before the expiration of his/her term office, and may elect a successor to complete the term of office.
- VI.17. A Director ceases to hold office upon the occurrence of any of the following events:
- (i) upon receipt by the Board of Directors of his/her resignation in writing;
 - (ii) upon his/her death or upon becoming incapable of holding office; or
 - (iii) upon his/her failing to attend three consecutive meetings of the Board of Directors without its prior approval, unless otherwise directed by the Board of Directors.
- VI.18. A Director must not be remunerated for being or acting as a Director but a Director must be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the society.

PART VII - PROCEEDINGS OF DIRECTORS

- VII.1. The Directors may meet at such places and in such manner as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they see fit.
- VII.2. The Directors may from time to time fix the quorum necessary for the transaction of business and unless so fixed the quorum shall be more than 50% of the number of directors then in office.

- VII.3. The President shall be Chairperson of all meetings of the Directors, but if at any meeting the President is not present the Vice President shall act as Chairperson, but if neither is present the Directors present may choose one of their numbers to be Chairperson of that meeting.
- VII.4. A Director may at any time, and the Secretary, on the request of a Director, shall, convene a meeting of the directors
- VII.5. The Directors may delegate any, but not all of their powers to committees of the Board of Directors consisting of such Director or Directors or members as they see fit.
- VII.6. The President shall as soon as practicable after each Annual General Meeting and subject to the Board of Directors' confirmation, appoint from the Directors, a Chairperson for any committee of the Board of Directors.
- VII.7. Vacancies in committees of the Board of Directors shall be filled by appointment by the Board of Directors.
- VII.8. Each committee of the Board of Directors shall be composed of at least one Director and as many other persons as the Board of Directors shall determine.
- VII.9. Committee appointments shall be for one year or such other term as may be determined by the Board of Directors.
- VII.10. Except as otherwise provided in these Bylaws, the Board of Directors may determine the function and responsibility of each committee of the Board of Directors.
- VII.11. No committee has the right to obligate the Society in any way or in any sum in excess of the specified budgeted amount, previously approved by the Board of Directors.
- VII.12. All committees of the Board of Directors, standing or otherwise, shall report on their activities to the Board of Directors from time to time as requested by the Board of Directors.
- VII.13. The members of a committee may meet and adjourn as they think proper.
- VII.14. Questions arising at a meeting of directors and committee of directors must be decided by a majority of votes.
- VII.15. In the case of a tie vote, the Chairperson does not have a second or casting vote.
- VII.16. No resolution proposed at a meeting of directors or committee need to be seconded and the Chairperson of a meeting may move or propose a resolution.

- VII.17. A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of Directors.

PART VIII - DUTIES OF OFFICERS AND EXECUTIVE DIRECTOR

- VIII.1. The officers of the Society shall be a President, Vice President, Secretary, Treasurer, and one or more Directors who are collectively referred to as Board of Directors.
- VIII.2. President
- (a) The President shall preside at all meetings of the Society and of the Directors,
 - (b) The President is the Chief Executive Officer of the Society and shall supervise the other officers in the execution of their duties.
- VIII.3. The Vice President shall carry out the duties of the President during his/her absence.
- VIII.4. The Secretary must do the following:
- (a) conduct the correspondence of the Society;
 - (b) issue notices of meetings of the Society and Directors;
 - (c) keep minutes of meetings of the Society and Directors;
 - (d) have custody of all records and documents of the Society except those required to be kept by the Treasurer;
 - (e) have custody of the common seal of the Society; and
 - (f) maintain the register of members.
- VIII.5. The Treasurer shall:
- (a) ensure such financial records, including books of account, as required by the Societies Act, are kept; and
 - (b) ensure financial statements are rendered to the Directors, members, and others when required.
- VIII.6. Secretary Treasurer:

- (a) The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary Treasurer.
- (b) If a Secretary Treasurer holds office, the total number of Directors must not be less than 5 or the greater number that may have been determined by these Bylaws.

VIII.7. In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting.

PART IX - SEAL

- IX.1. The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
- IX.2. The common seal must be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the President and Secretary or President and Secretary Treasurer.

PART X - BORROWING

- X.1. In order to carry out the purposes of the Society the directors may, on behalf of and in name of the Society, raise or secure the payment or repayment of money in such a manner as they decide and in particular but without limiting the generality of the foregoing, by pledging security (including against real property or personal property owned by the Society) or by issue of debentures.
- X.2. A debenture must not be issued without approval by way of a Special Resolution.
- X.3. The members may by Special Resolution restrict the borrowing powers of the directors but a restriction so imposed expires at the next Annual General Meeting.

PART XI - AUDITOR

- XI.1. This part applies only if the Society is required or has resolved to have an auditor.
- XI.2. The first auditor must be appointed by the Directors who must also fill all vacancies occurring in the office of auditor.
- XI.3. At each Annual General Meeting, the Society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next Annual General Meeting.

- XI.4. An auditor may be removed by ordinary resolution.
- XI.5. An auditor shall be promptly informed in writing of the auditor's appointment or removal.
- XI.6. No Director and no employee of the Society shall be its auditor.
- XI.7. The auditor may attend general meetings.

PART XII - NOTICES TO MEMBERS

- XII.1. A notice may be given to a member in writing either personally, by mail or by electronic mail to the members at the member's address or electronic mail address, as shown in its register of members.
- XII.2. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle. A notice given by electronic mail shall be deemed to have been given on the day following the email being sent.
- XII.3. Notice of a general meeting shall be given to
 - (a) every member shown on the register of members on the day notice is given; and
 - (b) The auditor, if applicable.
- XII.4. No other person is entitled to receive a notice of general meeting.

PART XIII - BYLAWS

- XIII.1. On being admitted to membership, a member is entitled to and upon request the Society shall give him/her, without charge, a copy of the constitution and Bylaws of the Society.
- XIII.2. These Bylaws shall not be altered or added to except by Special Resolution and, otherwise, in compliance with the Societies Act.

PART XIV - DISSOLUTION

On the winding-up or dissolution of the Society, after all debts have been paid or provision for payment has been made, the assets of the Society shall not be distributed among its members or any of them but shall be paid to registered charities within the meaning of the Income Tax Act of Canada. This provision shall be unaltera