

**ENGINEERING HUMAN RESOURCES ASSOCIATION
ASSOCIATION GESTIONNAIRES EN RESSOURCES HUMAINES EN INGENIERIE**

**CONSTITUTION
(version 5, September 2013)**

1. The name of the Association is “Engineering Human Resources Association/Association Gestionnaires en Ressources Humaines en Ingenierie”.
2. The objectives of the Association are:
 - a) To provide a medium for the free exchange of human resources management information, experience and views in matters which are of mutual concern and interest among members.
 - b) To continually analyze and monitor all aspects of human resources management in the engineering industry and make recommendations and take actions that are deemed to contribute to the well-being and betterment of employees and management of member companies represented by the Association.
 - c) To communicate, where appropriate, the views of the Association Membership to Government, Regulatory, Educational and Private Industry bodies where such communications have been endorsed by a majority of the membership of the Association.
 - d) To represent the membership and provide a forum, where and when the need arises, for action or reaction on issues affecting the industry in which the members of the Association participate.
 - e) To promote study and research in all aspects of human resources activities for the development and advancement of new or improved theories, methods, policies, practices and skills.
 - f) Members are encouraged to invite other HR staff from their offices to attend regional meetings and annual AGM/Conference in order to provide professional development and succession planning within our organizations.
3. The operations of the Association are to be carried on in Canada.

**ENGINEERING HUMAN RESOURCES ASSOCIATION
ASSOCIATION GESTIONNAIRES EN RESSOURCES HUMAINE EN INGENIERE**

Article I: Membership Year

1. For the purposes of membership and accounting, the dues paid by member companies will be for the period of January – December each calendar year.

Article II: Membership

2. Membership is conferred on a Company basis. Member companies may be represented in the Association by more than one individual, subject to Paragraph 3A below. Membership shall consist of companies engaging in the pursuit of General Consulting Engineering and/or General Engineering Contracting whose interests are such as to require an earnest and active concern in the objectives of the Association, subject to the provisions herein and payment of required membership fee and/or annual dues.
3. Memberships shall be divided into the following classes:
 - A. Full Member – a company that, in the majority opinion of the Board of Directors, is primarily involved in the General Consulting Engineering or General Engineering Contracting practice, and:
 - i) maintains a full-time Human Resources Manager who, as a practitioner at a non-clerical level, performs most recognized Human Resources functions.
 - ii) does not qualify under i) above, but which, nonetheless, maintains a full-time Human Resources practitioner at a non-clerical level whose function encompasses three prime Human Resources activities.
 - B. Additional member – Full member companies may add additional members where they have multiple offices. Additional members may participate in regional group meetings and the annual general conference and meeting for an additional annual fee. (see Article VI)
4. Application for Membership or Change of Membership Class shall be initiated by the Company and decided by the Board of Directors.

ENGINEERING HUMAN RESOURCES ASSOCIATION
ASSOCIATION GESTIONNAIRES EN RESSOURCES HUMAINE EN INGENIERE

5. Recognized Human Resources Functions – for the purpose of evaluating membership status in the Association, the following will be regarded as “recognized human resources functions”:
 - a) recruitment, selection, placement
 - b) compensation formulation and administration
 - c) workforce appraisal, planning, training and development at all levels of employee
 - d) human resources policy and practices development and/or interpretation
 - e) organization planning and organization development
 - f) benefit plans formulation and administration
 - g) employment equity administration
 - h) labour relations

6. Transfer of membership – NO membership may be transferred from one company to another.

7. Voting and Holding Office:
 - A. Full Member company representatives shall be eligible to vote and hold office. Only one member representative shall carry the members vote at any General Meeting.

 - B. Additional Member company representatives shall be eligible to vote and hold office. Only one member representative shall carry the member vote at any General Meeting.

 - C. No more than one company representative may hold office in the Association at any time, excluding the position of Immediate Past President.

 - D. Any Member company representative shall be entitled to appoint a proxy to attend a General Meeting and exercise the member company’s vote as directed. The proxy holder may be:
 1. Any other employee of the member company involved in Human Resources function, or
 2. Any other member of the Association in good standing.

8. Any Member of the Association may withdraw its membership by signifying its intent in writing to the Secretary. Membership fees already paid for the current year will not be returned.

**ENGINEERING HUMAN RESOURCES ASSOCIATION
ASSOCIATION GESTIONNAIRES EN RESSOURCES HUMAINE EN INGENIERE**

Article III: Management

9. The direction of the affairs and activities of the Association shall be vested in an Board of Directors composed of:

President

Immediate Past President (ex-officio)

Vice President

Secretary

Treasurer

Four (4) Regional Directors as defined by Board of Directors, representing BC, Prairies, Quebec, and Ontario/Maritimes.

The term of office of members of the Board of Directors shall be for a two (2) year period from the conclusion of the Annual General Meeting or until their successors are elected, with the exception of the Regional Directors. A member representative may be re-elected to the Board of Directors by a majority ballot at the Annual General Meeting of the Association.

Four Regional Directors will be elected annually and will hold their position for a one (1) year period from the conclusion of the Annual General Meeting.

On completion of his/her term of office, the President shall automatically assume the position of Immediate Past President, and shall be an ex-officio member of the Board.

10. The Board of Directors shall have authority to conduct the affairs of the Association and act in all matters not in conflict with the Constitution and By-Laws thereof and not involving liability of the membership.
11. The Board of Directors shall have the power to appoint any Full Member company representative to fill any vacancy in its ranks that arises between Annual General Meetings. Any representative so appointed holds office only until the conclusion of the next Annual General meeting, but is eligible for election at that meeting.
12. A majority of the Board of Directors (for its own purposes) shall constitute a quorum. The Board Members shall meet no less than once a year, via teleconference. The Secretary shall be responsible for establishing that a quorum is present. Voting will be conducted via a yes/no response to questions posed by the Secretary, and recorded as such in the minutes of the proceedings. Proxy voting is not allowed.

**ENGINEERING HUMAN RESOURCES ASSOCIATION
ASSOCIATION GESTIONNAIRES EN RESSOURCES HUMAINE EN INGENIERE**

13. The Secretary shall cause notice of all Board of Directors Meetings to be given not less than fourteen (14) days prior to the date set for such meetings and the members shall be notified by e-mail or facsimile. The notice period may be waived by the Board Members who attend the meeting.

Article IV: Duties of Board of Directors

14. The Board of Directors of the Association shall hold office without remuneration. Any Board Member who fails to attend three (3) consecutive Board Meetings without notifying the Secretary or President, may be deemed to have resigned. Any Board Member, who, has been found to have acted against the interests of the Association may be removed from the office by a majority vote of the membership.
15. It shall be the duty of the President to Chair all meetings of the Association and all meetings of the Board; to conduct the said meetings in good order and to enforce the provisions of the Constitution and By-Laws. The President, under the direction of the Board, shall exercise supervision over the affairs of the Association and the activities of its Committees.
16. It shall be the duty of the Vice President, in absence of the President, to perform the President's duties and further assist the President as required.
17. It shall be the duty of the Secretary to keep a complete record of the Minutes of all meetings of the Association and Board Meetings, to deal with all correspondence and to arrange for and notify the membership of all meetings.
18. It shall be the duty of the Treasurer to collect all dues or other assessments levied by the Association upon the membership, to discharge all financial obligations incurred by the Association, to maintain in proper order a record of all receipts and expenditures of the Association and preparation of annual budget. These records will be reviewed annually.

The Treasurer shall be required to present to the membership, at the Annual General Meeting, a copy of such reviewed report and a report of the current financial status of the Association. The review report must be signed by a qualified third party accountant.

19. It shall be the duty of the Regional Director(s) to represent the interests of their region in all matters pertaining to the Association.

In addition, it shall be the duty of a Board Member to Chair or sit as a member of ad hoc Committees as are from time to time established by the Board. The Board shall ask each of

ENGINEERING HUMAN RESOURCES ASSOCIATION
ASSOCIATION GESTIONNAIRES EN RESSOURCES HUMAINE EN INGENIERE

the Regional Directors to appoint a representative on the ad hoc Committee, where such representatives are members of the Association in good standing. Ad hoc Committee members may be removed from the committee by the Board if it is found they have acted against the interests of the Association. Ad hoc Committee members shall serve without remuneration.

20. Ad hoc Committees shall report on their activities at the Annual General Meeting.

Article V: Meetings and Elections

21. General Meetings of the Association shall be held at times and places decided upon by the Board in accordance with the Constitution and By-Laws herein. A minimum of 10% of the voting members are needed to requisition the Board of Directors to call a special meeting.

22. The Annual General Meeting of the Association will be held in September each year, unless otherwise determined by the Board for a particular just cause. An Annual General Meeting must be held at least once in an eighteen (18) month period. The Annual General Meeting shall be held in each region on a rotating basis. At the end of each Annual General Meeting, the region responsible for hosting the next meeting shall be declared.

23. Twenty-five percent (25%) of the membership representatives eligible to be present and vote in person or by proxy shall constitute a quorum at any General Meeting of the Association. The Secretary shall take a count at the beginning of any General Meeting to ensure there is a quorum present.

24. All votes (with the exception of elections) shall be by a show of hands. A majority vote determines questions in meetings, unless the Act or these by-laws provide otherwise. The Secretary shall record the votes and report on them in the minutes of the proceedings.

25. "Roberts Rules of Order" shall govern in matters not covered by and where not in conflict with the Constitution and By-Laws herein.

26. Notice of all Annual General Meetings shall be given not less than thirty (30) days prior to the date set for such meetings and the members shall be notified by mail. Where special business is to be conducted, the notice shall contain sufficient information to allow the members to form a reasoned judgment.

27. A Nominating Committee, which shall include a Past President, shall be appointed by the Board prior to the Annual General Meeting. This Nominating Committee shall prepare a list

**ENGINEERING HUMAN RESOURCES ASSOCIATION
ASSOCIATION GESTIONNAIRES EN RESSOURCES HUMAINE EN INGENIERE**

of candidates for positions on the Board of Directors to be elected at the forthcoming Annual General Meeting. This list will be delivered to each member prior to the Annual General Meeting at which the election will take place.

28. Additional nominations may be made from the floor of the Annual General Meeting, nominator and seconder being member representatives in good standing.

29. Elections shall be held by ballot. To be elected, a candidate must receive a majority of the votes cast.

Article VI: Dues

30. Fees and dues for membership and any special assessments may be set by any general meeting and are payable on notification from, and as directed by, the Treasurer.

Article VII: Borrowing Powers

32. In no instance shall the Board of Directors, a Board Member, or any member representative of the Association be empowered to borrow money on behalf of the Association.

Article VIII: Review of Accounts

33. There shall be a financial reviewer (not being a member or members of the Board of Directors) appointed at each Annual General Meeting of the Association and such reviewer(s) shall be paid the remuneration (if any) fixed by the Board of Directors, and shall examine the financial accounts of the Association and report thereon to the next Annual General Meeting.

Article IX: Constitution and By-Laws

34. The Constitution and By-Laws of the Association shall be enacted at the First General Meeting of the Association by majority vote of all members present.

35. The Constitution and By-Laws of the Association may be repealed or amended by an extraordinary resolution passed by a two-thirds majority vote provided that all members have been duly notified of the proposed changes and the date of the meeting at least thirty (30) days prior to said meeting.

**ENGINEERING HUMAN RESOURCES ASSOCIATION
ASSOCIATION GESTIONNAIRES EN RESSOURCES HUMAINE EN INGENIERE**

36. No repeal or amendment shall be enforced or acted upon until it has received the approval of the Ministry of Industry.

37. Notice of Motion of proposed amendments must be given in writing to the Secretary.

Article X: Minutes of Proceedings, Books and Records of the Association

38. The Board of Directors shall cause to be kept books and records showing:

- A. The Minutes of every General Meeting and Board of Directors Meeting of the Association.
- B. Sufficient and proper records showing full details of all financial matters of the Association.
- C. Membership registration.

39. The Board of Directors shall provide for the safe-keeping of all documents of title, books of account, securities and other assets of the Association. Documents issued by the Association and requiring to be certified, shall be signed by the President and one (1) other Board Member of the Association.

40. The books and records of the Association shall be open to inspection by any member representative of the Association in good standing, providing a member of the Board is present at the time, at any reasonable time at such convenient places as may be arranged.

Article XI: Execution of Documents

41. Documents on behalf of the Association must be signed by the President and one (1) other Board Member. In absence of the President, the Vice President must sign the documents.



Engineering Human Resources Association
Association Gestionnaires en Ressources Humaines en Ingénierie